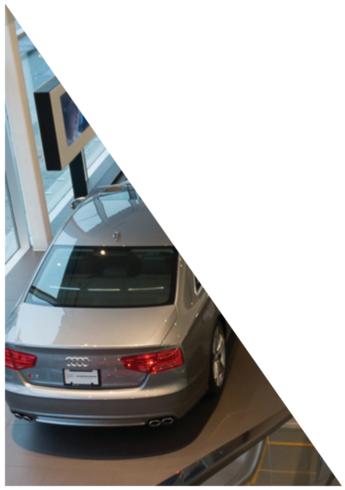


2019 THIRD QUARTER REPORT

Consolidating Canada's Automotive Dealership Properties

Automotive Properties REIT™

Automotive Properties Real Estate Investment Trust

Management's Discussion and Analysis

September 30, 2019

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SECTION 1 – GENERAL INFORMATION AND CAUTIONARY STATEMENTS

Basis of Presentation

The following Management's Discussion and Analysis ("MD&A") of the financial position and results of operations of Automotive Properties Real Estate Investment Trust (the "REIT") is intended to provide readers with an assessment of the performance of the REIT for the three- and nine-month periods ended September 30, 2019. This MD&A also outlines the REIT's capital structure, operating strategies and business outlook. This MD&A should be read in conjunction with the condensed consolidated interim financial statements of the REIT and accompanying notes for the three and nine month periods ended September 30, 2019. Further information about the REIT can be found in the REIT's annual information form dated March 21, 2019 (the "AIF"). The AIF, along with other continuous disclosure documents required by the Canadian securities regulators, can be found on the SEDAR website at www.sedar.com and on the REIT's website at: www.automotivepropertiesreit.ca.

All dollar amounts in this MD&A are presented in thousands of Canadian dollars, except unit and per unit amounts. All comparisons of results for the three months ended September 30, 2019 ("Q3 2019") are against results for the three months ended September 30, 2018 ("Q3 2018") and comparisons of results for the nine months ended September 30, 2019 ("YTD 2019") are against results for the nine months ended September 30, 2018 ("YTD 2018"), unless otherwise noted.

The REIT

The REIT was formed primarily to own income producing automotive dealership properties located in Canada. The REIT commenced operations on July 22, 2015 following completion of its initial public offering of units (the "IPO"). In connection with the IPO, the REIT indirectly acquired a portfolio of 26 commercial properties from certain members of the Dilawri Group (as defined below) (the "Initial Properties"), and leased the Initial Properties to the applicable member of the Dilawri Group (collectively, and including members of the Dilawri Group that became tenants of a property owned by the REIT subsequent to the IPO, the "Dilawri Tenants").

As at the date of this MD&A, the REIT owns a portfolio of 61 income-producing commercial properties. The properties are located in metropolitan areas across British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec, totaling approximately 2.3 million square feet of gross leasable area ("GLA").

893353 Alberta Inc. ("Dilawri") is a privately held corporation, which, together with certain of its affiliates, holds an approximate 26.2% effective interest in the REIT as at September 30, 2019, through the ownership, direction or control of all of the Class B limited partnership units ("Class B LP Units") of Automotive Properties Limited Partnership, the REIT's operating subsidiary (the "Partnership") and 480,552 REIT Units (as defined below). The Class B LP Units are economically equivalent to REIT Units and are exchangeable generally on a one-for-one basis for REIT Units. Dilawri and its affiliates, other than its shareholders and controlling persons, are referred to herein as the "Dilawri Group".

In January 2019, the REIT's former development property in Kitchener-Waterloo, Ontario, became classified as an income-producing property. The tenant, Tesla Motors Canada ULC ("Tesla KW"), has opened a service centre at the premises.

On March 29, 2019, the REIT acquired from AutoCanada Inc. the real estate underlying two automotive dealership properties located in Winnipeg, Manitoba, ("St. James VW" and "McNaught Cadillac Buick GMC") for approximately $23,950 plus capital improvement costs of $245 and acquisition costs of $685. The acquisition consists of two full-service automotive dealership properties totaling 96,135 square feet of GLA.

On June 25, 2019, the REIT acquired from AutoCanada Inc. the real estate underlying three automotive dealership properties, including two located in Guelph, Ontario ("Wellington Motors" and "Guelph Hyundai"), and one located in Abbotsford, British Columbia ("Abbotsford VW"), for approximately $30,400 plus acquisition costs of $518. The acquisition consists of three full-service automotive dealership properties totaling 91,721 square feet of GLA.

On June 28, 2019, the REIT issued by way of a public offering an aggregate of 8,000,000 trust units of the REIT ("REIT Units") at a price of $10.45 per REIT Unit for gross proceeds of $83,600 (the "Equity Offering"). The REIT incurred issuance costs of $3,829. The Equity Offering included 1,000,000 REIT Units issued upon the partial exercise of the underwriters' over-allotment option. The Dilawri Group waived its pre-emptive right to acquire REIT Units in connection with the Equity Offering.

On September 19, 2019, the REIT acquired from the Dilawri Group the real estate underlying an automotive dealership property located in Etobicoke, Ontario ("Audi Queensway") for approximately $36,500 plus acquisition costs of $1,556. The REIT paid $31,500 of the total purchase price to the Dilawri Group on closing and will receive monthly lease payments reflecting the interim purchase price, from the applicable member of the Dilawri Group. The $5,000 balance of the purchase price is anticipated to be paid by the end of the fourth quarter of 2019 upon completion by the Dilawri Group of certain post-closing obligations. The acquisition consists of a full-service automotive dealership property totaling 65,547 square feet of GLA.

As at September 30, 2019, the total number of issued and outstanding REIT Units and Class B LP Units was 29,796,552 and 9,933,253, respectively, for a total of 39,729,805 Units (as defined below). The REIT Units are listed on the Toronto Stock Exchange under the symbol "APR.UN". REIT Units and Class B LP Units are collectively referred to in this MD&A as "Units".

On November 14, 2019, the REIT entered into an agreement to purchase the Straightline Kia automotive dealership property ("Straightline Kia Property"), for approximately $8,415 from an affiliate of the JV Driver Group. The Straightline Kia Property is a 21,808 square foot, full-service automotive dealership facility located on approximately 1.96 acres at 100 Glendeer Circle, in Calgary, Alberta.

The REIT announced monthly cash distributions of $0.067 per Unit, resulting in total distributions declared and paid of $7,986 for Q3 2019 (Q3 2018 – $5,353 declared and paid). For YTD 2019, the REIT declared distributions totaling $21,279 and paid $20,743 (YTD 2018 – $15,898 declared and $15,866 paid).

This MD&A is dated November 14, 2019.

Forward-Looking Statements

Certain statements contained in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to the REIT's future outlook and anticipated events or results and may include statements regarding the financial position, business strategy, budgets, litigation, projected costs, capital expenditures, financial results, taxes, plans and objectives of or involving the REIT. Particularly, statements regarding future results, performance, achievements, prospects or opportunities for the REIT or the real estate or automotive dealership industry are forward-looking statements. In some cases, forward-looking information can be identified by terms such as "may", "might", "will", "could", "should", "would", "occur", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue", "likely", "schedule", "objectives", or the negative thereof or other similar expressions concerning matters that are not historical facts. Some of the specific forward-looking statements in this MD&A include, but are not limited to, statements with respect to the following:

- the REIT's relationship with the Dilawri Group, Dilawri's shareholders and certain other related persons and entities (collectively, the "Dilawri Organization"), including in respect of (i) the Dilawri Organization's retained interest in the REIT and its current intention with respect thereto, and (ii) expected transactions to be entered into between Dilawri and the REIT (including pursuant to the Strategic Alliance Agreement);
- the expenditures related to the Tesla KW property and the timing of payment of the balance of the purchase price in respect of the acquisition of the Audi Queensway property;
- the REIT's intention with respect to, and ability to execute, its external and internal growth strategies;
- the maintenance by the REIT of a strong balance sheet and prudent financial management and associated minimization of financial risk;

- the REIT representing a unique alternative for automotive dealership operators considering a sale or recapitalization of their business;
- the REIT's capital expenditure requirements and capital expenditures to be made by the REIT and the Dilawri Group;
- the REIT's distribution policy and the distributions to be paid to Unitholders (as defined below);
- the REIT's debt strategy;
- the REIT's access to available sources of debt and/or equity financing;
- the expected tax treatment of the REIT and its distributions to Unitholders;
- potential trade tariff policies and their impact on future retail automotive sales;
- the REIT's ability to meet its stated objectives;
- the REIT's ability to expand its asset base and make accretive acquisitions;
- the ability of the REIT to qualify as a "Mutual Fund Trust" as defined in the *Income Tax Act* (Canada) (the "Tax Act"), and as a "Real Estate Investment Trust", as defined in the SIFT Rules (as defined below); and
- the REIT's ability to consolidate automotive dealership properties;

The REIT has based these forward-looking statements on factors and assumptions about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy and financial needs, including that the Canadian economy will remain stable over the next 12 months, that inflation will remain relatively low, that interest rates will remain stable, that tax laws remain unchanged, that conditions within the automotive dealership real estate industry and the automotive dealership industry generally, including competition for acquisitions, will be consistent with the current climate, that the Canadian capital markets will provide the REIT with access to equity and/or debt at reasonable rates when required and that the Dilawri Organization will continue its involvement with the REIT.

Although the forward-looking statements contained in this MD&A are based upon assumptions that management believes are reasonable based on information currently available to management, there can be no assurance that actual results will be consistent with these forward-looking statements. Forward-looking statements necessarily involve known and unknown risks and uncertainties, many of which are beyond the REIT's control, that may cause the REIT's or the industry's actual results, performance, achievements, prospects and opportunities in future periods to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among other things, the factors contained in the REIT's filings with securities regulators, including the factors discussed under Section 12 "Risks & Uncertainties, Critical Judgments & Estimates" in this MD&A.

When relying on forward-looking statements to make decisions, the REIT cautions readers not to place undue reliance on these statements, as forward-looking statements involve significant risks and uncertainties and should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not the times at or by which such performance or results will be achieved. The forward-looking statements made in this MD&A relate only to events or information as of the date of this MD&A. Except as required by law, the REIT undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

All information regarding Dilawri contained in this MD&A (the "Dilawri Information") has been provided by and is solely the responsibility of Dilawri and not of the REIT, the REIT's management nor the trustees of the REIT. Although the REIT has no reason to believe that the Dilawri Information contains a misrepresentation, Dilawri is a private company that is independent of, and operates entirely independently from, the REIT and, consequently, neither the REIT, its management nor its Trustees (in their capacities as such) have been involved in the preparation of the Dilawri Information, nor has the REIT approved such information. Readers are cautioned, therefore, not to place undue reliance on the Dilawri Information.

Non-IFRS Financial Measures

The REIT prepares its financial statements according to International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). This MD&A contains certain financial measures which are not defined under IFRS and may not be comparable to similar measures presented by other real estate investment trusts or enterprises.

Funds from operations ("FFO"), adjusted funds from operations ("AFFO"), adjusted cash flow from operations ("ACFO"), FFO payout ratio, AFFO payout ratio, ACFO payout ratio, net operating income ("NOI"), cash net operating income ("Cash NOI"), Same Property cash net operating income ("Same Property Cash NOI"), and earnings before income tax, depreciation, and amortization ("EBITDA") are key measures of performance used by the REIT's management and real estate businesses.

Gross book value ("GBV"), indebtedness ("Indebtedness"), net asset value ("Net Asset Value"), debt to gross book value ("Debt to GBV"), debt service coverage ratio ("Debt Service Coverage Ratio"), interest coverage ratio ("Interest Coverage Ratio") and tangible net worth are measures of financial position defined by agreements to which the REIT is a party. These measures, as well as any associated "per Unit" amounts are not defined by IFRS and do not have standardized meanings prescribed by IFRS, and therefore should not be construed as alternatives to net income or cash flow from operating activities calculated in accordance with IFRS.

The REIT believes that AFFO is an important measure of economic earnings performance and is indicative of the REIT's ability to pay distributions from earnings, while FFO, NOI, Cash NOI, and EBITDA are important measures of operating performance of real estate businesses and properties. The IFRS measurement most directly comparable to FFO, AFFO, NOI, Cash NOI, Same Property Cash NOI and EBITDA is net income. ACFO is a supplementary measure used by management to improve the understanding of the operating cash flow of the REIT. The IFRS measurement most directly comparable to ACFO is cash flow from operating activities.

"FFO" is a non-IFRS financial measure of operating performance widely used by the real estate industry, particularly by those publicly traded entities that own and operate income-producing properties. FFO should not be considered as an alternative to net income or cash flows provided by operating activities determined in accordance with IFRS. The REIT calculates FFO in accordance with the Real Property Association of Canada's White Paper on Funds from Operations & Adjusted Funds from Operations for IFRS issued in February 2019. FFO is calculated as net income in accordance with IFRS, adjusted by removing the impact of: (i) fair value adjustments on investment properties; (ii) other fair value adjustments including fair value adjustments on redeemable or exchangeable units; (iii) gains and losses on the sale of investment properties; (iv) amortization of tenant incentives; (v) distributions on redeemable or exchangeable units treated as interest expense; and (vi) operational revenue and expenses from the right-of-use assets for Q3 2019 and YTD 2019 (referred to as "ROU" assets).

"FFO payout ratio" is calculated as distributions per unit divided by the FFO per Unit diluted.

"AFFO" is a non-IFRS measure of economic earnings operating performance widely used in the real estate industry to assess an entity's distribution capacity from earnings. The REIT calculates AFFO in accordance with the Real Property Association of Canada's White Paper on Funds from Operations & Adjusted Funds from Operations for IFRS issued in February 2019. AFFO is calculated as FFO subject to certain adjustments, to remove the impact of: (i) any adjustments resulting from recognizing property rental revenues or expenses (including ground lease rental payments for Q3 2019 and YTD 2019) on a straight-line basis; and (ii) capital expenditures. Beginning in the first quarter of 2019 ("Q1 2019), the REIT adopted a capital expenditure reserve of 0.5% of base rent in the AFFO calculation. To date the REIT has not incurred capital expenditure costs. The capital expenditure reserve is based on management's best estimate of cost that the REIT may incur, related to the sustaining/maintaining of the existing leased area.

"AFFO payout ratio" is a non-IFRS measure of the sustainability of the REIT's distribution payout capacity from earnings. The REIT uses this metric to provide clarity of the performance of earnings and the overall management of the current portfolio of assets. Management considers AFFO payout ratio as the key measure of the REIT's distribution capacity from earnings. AFFO payout ratio is calculated as distributions per Unit divided by AFFO per Unit diluted.

“ACFO” is a non-IFRS financial measure. The REIT calculates ACFO in accordance with the Real Property Association of Canada’s White Paper on Adjusted Cash Flow from Operations for IFRS issued in February 2019. ACFO is calculated as cash flow from operating activities subject to certain adjustments, to (a) remove the impact of: (i) changes in non-cash working capital that are not sustainable in nature; (ii) amortization of financing costs and indemnity payable in respect of the third party tenant portfolio sublease structure; and (iii) capital expenditures and (b) deduct interest expense. Beginning in Q1 2019, the REIT adopted a capital expenditure reserve of 0.5% of base rent in the ACFO calculation. To date the REIT has not incurred capital expenditure costs. The capital expenditure reserve is based on management’s best estimate of cost that the REIT may incur, related to the sustaining/maintaining of the existing leased area.

“ACFO payout ratio” is calculated as distributions declared divided by ACFO.

“NOI” is a non-IFRS financial measure and is defined as rental revenue from properties less property operating expenses as presented in the statement of income prepared in accordance with IFRS. Accordingly, NOI excludes certain expenses included in the determination of net income such as interest, general and administrative expenses, fair value adjustments and amortization.

“Cash NOI” is defined as NOI prior to the effects of straight-line adjustments. Beginning in Q1 2019, Cash NOI also deducts land lease payments.

“Same Property Cash NOI” is a non-IFRS measure which reports the period-over-period performance of the same asset base having consistent GLA during both periods and is defined as same property base rental revenue less land lease payments. The REIT uses this measure to assess financial returns and changes in property value.

FFO, AFFO, FFO payout ratio, AFFO payout ratio, ACFO, ACFO payout ratio, NOI, Cash NOI and Same Property Cash NOI should not be construed as alternatives to net income or cash flow from operating activities determined in accordance with IFRS as indicators of the REIT’s performance. The REIT’s method of calculating FFO, AFFO, FFO payout ratio, AFFO payout ratio, ACFO, ACFO payout ratio, NOI, Cash NOI and Same Property Cash NOI may differ from other issuers’ methods and, accordingly, may not be comparable to measures used by other issuers. See Section 6 “Non-IFRS Financial Measures” in this MD&A for a reconciliation of these measures to net income or cash flow from operating activities, as applicable.

“EBITDA” is defined as earnings before, income tax, depreciation, and amortization.

“GBV” means, at any time, the greater of: (A) the book value of the assets of the REIT and its consolidated subsidiaries, as shown on its then most recent consolidated balance sheet, less the amount of any receivable reflecting interest rate subsidies on any debt assumed by the REIT; and (B) the historical cost of the investment properties, plus (i) the carrying value of cash and cash equivalents, (ii) the carrying value of mortgages receivable; and (iii) the historical cost of other assets and investments used in operations.

“Indebtedness” of the REIT means (without duplication): (i) any obligation for borrowed money (including, for greater certainty, the full principal amount of convertible debt, notwithstanding its presentation under IFRS), (ii) any obligation incurred in connection with the acquisition of property, assets or businesses, (iii) any obligation issued or assumed as the deferred purchase price of property, (iv) any capital lease obligation (as defined under IFRS and in the Declaration of Trust), and (v) any obligations of the type referred to in clauses (i) through (iv) of another entity, the payment of which the REIT has guaranteed or for which the REIT is responsible or liable; provided that, (A) for the purpose of clauses (i) through (v) an obligation will constitute Indebtedness of the REIT only to the extent that it would appear as a liability on the consolidated balance sheet of the REIT in accordance with IFRS, (B) obligations referred to in clauses (i) through (iii) exclude trade accounts payable, distributions payable to Unitholders or holders of other securities excluded from the definition of Indebtedness pursuant to clause (C) below, accrued liabilities arising in the ordinary course of business which are not overdue or which are being contested in good faith, deferred revenues, intangible liabilities, deferred income taxes, deferred financing costs, tenant deposits and indebtedness with respect to the unpaid balance of installment receipts where such indebtedness has a term not in excess of 12 months, and (D) REIT Units and Class B LP Units, exchangeable securities and other equity securities that constitute debt under IFRS do not constitute Indebtedness.

"Net Asset Value" means total assets less Indebtedness, accounts payable, accrued liabilities, credit facilities and interest rate swaps.

"Debt to GBV" means the ratio of Indebtedness to GBV at a particular time.

"Debt Service" means the total payments of principal and interest on debt.

"Debt Service Coverage Ratio" means the ratio of EBITDA divided by Debt Service at a particular time.

"Interest Coverage Ratio" means the ratio of Cash NOI less general and administrative expenses divided by the total of the interest expense and other financing charges.

SECTION 2 – OVERVIEW, STRATEGY AND OBJECTIVES

Overview

Canada's automotive retail industry is characterized by strong industry fundamentals. According to Statistics Canada, automotive retail industry sales totaled a record $162 billion in 2018 (up 4% from $156 billion in 2017), representing approximately 27% of Canada's overall retail sales of products and merchandise. Over the last 20 years, retail automotive sales grew at a compound annual rate of 4.7%. The tables below contain new automobile sales by units in Canada for the eight months ended August 31, 2019 and August 31, 2018, and for the 2018 and 2017 calendar years (the latest available information from Statistics Canada):

	Eight Months Ended August 31 (units)			
	2019	**YoY unit increase/ (decrease)**	**YoY % increase/ (decrease)**	**2018**
Alberta	155,653	(8,329)	(5.1%)	163,982
British Columbia and the Territories	146,392	(10,003)	(6.4%)	156,395
Manitoba	40,301	(8,487)	(17.4%)	48,788
New Brunswick	28,991	(352)	(1.2%)	29,343
Newfoundland and Labrador	21,658	(9)	0.0%	21,667
Nova Scotia	36,490	(1,745)	(4.6%)	38,235
Ontario	584,256	(18,504)	(3.1%)	602,760
Prince Edward Island	5,707	202	3.7%	5,505
Québec	314,688	(8,002)	(2.5%)	322,690
Saskatchewan	33,745	(578)	(1.7%)	34,323
Total Canada	**1,367,881**	**(55,807)**	**(3.9%)**	**1,423,688**

(Source: Statistics Canada)

	12 Months Ended December 31 (units)			
	2018	**YoY unit increase/ (decrease)**	**YoY % increase/ (decrease)**	**2017**
Alberta	236,769	(11,990)	(4.8%)	248,759
British Columbia and the Territories	225,539	(11,562)	(4.9%)	237,101
Manitoba	67,894	4,666	7.4%	63,228
New Brunswick	41,314	(3,508)	(7.8%)	44,822
Newfoundland and Labrador	30,254	(2,998)	(9.0%)	33,252
Nova Scotia	52,797	(6,154)	(10.4%)	58,951

Ontario	862,313	5,091	0.6%	857,222
Prince Edward Island	7,734	(853)	(9.9%)	8,587
Québec	460,994	(7,789)	(1.7%)	468,783
Saskatchewan	50,224	(6,041)	(10.7%)	56,265
Total Canada	**2,035,832**	**(41,138)**	**(2.0%)**	**2,076,970**

(Source: Statistics Canada)

New vehicle sales represent a portion of overall dealer profitability, with significant contribution of profit generated from used vehicle sales, service and parts, finance and insurance. The REIT's portfolio of diverse dealership properties, strong industry fundamentals and an attractive leasing profile support the stability of distributions to holders of REIT Units and Class B LP Units (collectively, "Unitholders").

Strategy and Objectives

The primary strategy of the REIT is to create long-term value for Unitholders by generating sustainable tax-efficient cash flow and capital appreciation, while maintaining a strong balance sheet and practicing prudent financial management. The objectives of the REIT are to:

- provide Unitholders with stable, predictable and growing monthly cash distributions on a tax-efficient basis;
- enhance the value of the REIT's assets in order to maximize long-term Unitholder value; and
- expand the REIT's asset base while also increasing the REIT's AFFO per Unit, including through accretive acquisitions.

Management intends to grow the value of the REIT's real estate portfolio while also increasing AFFO per Unit through accretive acquisitions and steady growth in rental rates. The REIT expects to be well-positioned to capitalize on acquisition opportunities presented by third parties due to the fragmented nature of the automotive dealership market. The REIT also expects to leverage its strategic arrangement with the Dilawri Group to acquire properties from the Dilawri Group that meet the REIT's investment criteria. Management intends to focus on obtaining new properties which have the potential to contribute to the REIT's ability to generate stable, predictable and growing monthly cash distributions to Unitholders.

The REIT has a well defined, long-term growth strategy which includes both external and internal elements.

External Growth

Accretive Acquisitions of Third-Party Properties

Management believes that the REIT is well-positioned to capitalize on opportunities for accretive acquisitions from third-party vendors due to certain features of the Canadian automotive dealership industry:

- *Fragmented ownership* – Management estimates that the top 10 automotive dealership groups in Canada own less than 10% of the approximately 3,500 automotive dealerships in Canada;
- *Capital redeployment needs* – Monetizing the real estate underlying automotive properties allows dealers to retain control of their dealership while redeploying capital into other areas of their business; and
- *Succession planning issues* – Management believes that for the majority of independent dealers, the dealership and its underlying real estate together represent the single largest proportion of their wealth. Selling the underlying real estate to the REIT can help such dealers address succession planning issues, particularly if the transaction can be effected on a tax efficient basis.

Management believes that the REIT represents a unique alternative for automotive dealership operators considering a sale or recapitalization of their business, as the REIT is at present the only publicly listed entity in Canada exclusively focused on owning and acquiring automotive dealership properties.

The REIT evaluates acquisition opportunities based on a number of factors, including valuation, expected financial performance, stability of cash flows, physical features, existing leases, functionality of design, geographic market, location, automotive brand representation and opportunity for future value enhancement.

Right of First Offer to Acquire REIT-Suitable Properties from the Dilawri Group

Management believes that its relationship with the Dilawri Group provides the REIT with additional opportunities to add quality automotive dealership properties to its portfolio in an accretive manner. Pursuant to the Strategic Alliance Agreement, the REIT has a right of first offer on properties that are suitable for use as an automotive dealership that are acquired, developed, redeveloped, refurbished, repositioned or held for sale by the Dilawri Group.

Since completion of the IPO, the REIT has acquired nine automotive dealership properties from the Dilawri Group under the Strategic Alliance Agreement.

Internal Growth

Management believes that the REIT is well-positioned to achieve organic increases in cash flow and, as a result, increase the value of its properties over time. These increases are expected to come from the following sources:

- Each of the leases with a member of the Dilawri Group (each, a “Dilawri Lease”) contains annual contractual basic rent escalators in the amount of 1.5% per annum. The Dilawri Leases are structured as triple-net leases under which the tenant is responsible for all costs relating to repair and maintenance, realty taxes, property insurance, utilities and non-structural capital improvements so that rent escalators are expected to flow directly to NOI; and
- Contractual fixed rent escalators or consumer price index adjustments are expected, wherever possible, to be negotiated into new leases entered into by the REIT.

SECTION 3 - PROPERTY PORTFOLIO

Portfolio Overview

At September 30, 2019, the REIT’s portfolio consisted of 61 income-producing commercial properties. Out of the 61 income-producing commercial properties, 33 are exclusively occupied by the Dilawri Group for use as automotive dealerships or, in one case, an automotive repair facility, while two of the other 28 properties are jointly occupied by the Dilawri Group (for use as automotive dealerships) and one or more third parties (for use as automotive dealerships or complementary uses, including restaurants), and the remaining 26 properties are exclusively occupied by other dealership groups for use as automotive dealerships or for automotive dealership ancillary services, such as a vehicle service compound facility or a repair facility. Consequently, the Dilawri Group is the REIT’s most significant tenant and accounts for approximately 61.9% of the REIT’s base rent for YTD 2019, including rent from properties subleased to third parties (86.9% as at September 30, 2018).

The applicable Dilawri Tenant is the lead tenant for Dixie Auto Mall until July 2030. A Dixie Auto Mall sub-tenant that operated the Hyundai dealership moved from the premises at the end of the second quarter of 2019 (“Q2 2019”). As of September 30, 2019, the premises were leased but unoccupied; however, this change does not affect the term of the applicable Dilawri Lease.

Overall, at September 30, 2019, the REIT’s properties had a weighted average rental rate of $25.04 per square foot.

Income Producing Property Portfolio Summary

As at September 30, 2019	Number of Properties	GLA (sq. ft.)	Average rental rate (per sq. ft.)(1)	Weighted Average Lease Term (yrs)
Greater Vancouver Area (GVA)	7	176,871	$34.65	13.9
Calgary	6	271,350	$25.40	12.7
Edmonton	6	174,350	$29.79	13.8
Regina	8	183,941	$20.67	9.7
Winnipeg	2	96,135	$17.49	18.5
KW/Guelph	3	87,300	$21.47	16.8
Greater Toronto Area (GTA)	13	685,408	$27.34	11.0
Ottawa/Kingston	11	303,817	$24.00	17.7
Greater Montréal Area (GMA)	5	317,608	$18.61	15.4
Total Portfolio	**61**	**2,296,780**	**$25.04**	**13.5**

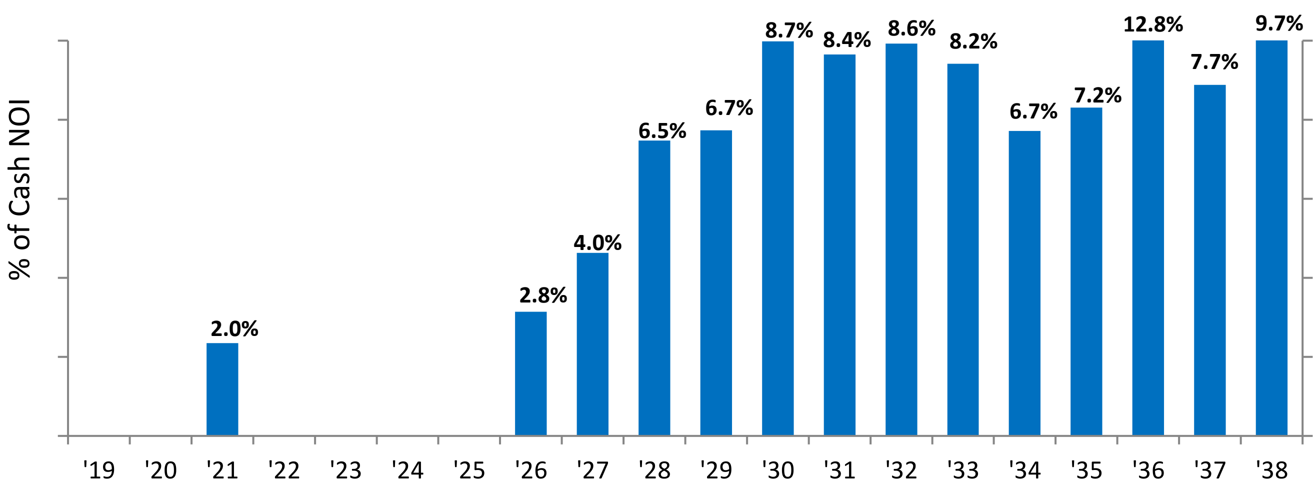
As at September 30, 2018	Number of Properties	GLA (sq. ft.)	Average rental rate (per sq. ft.)(1)	Weighted Average Lease Term (yrs)
Greater Vancouver Area (GVA)	6	153,950	$33.45	14.1
Calgary	6	271,350	25.03	13.7
Edmonton	6	174,350	29.76	12.7
Regina	8	183,941	20.36	10.7
Greater Toronto Area (GTA)	11	564,261	25.54	10.8
Greater Montréal Area (GMA)	5	317,608	18.44	16.4
Total Portfolio	**42**	**1,665,460**	**$24.70**	**12.8**

(1) Based on 12-month rolling average.

Profile of Overall Lease Maturity

With the exception of one property, the lease portfolio matures between 2026 and 2038 as set out in the chart below:

Lease Maturity Profile (*)



(*) Based on a 12-month rolling average as at September 30, 2019.

Property Use and Brand Diversification

Sales for an individual automotive dealership are heavily influenced by the popularity of the automotive brands being marketed, and these, in turn, are often cyclical for each brand as new models are introduced and existing models are updated and refreshed. In addition, prospects for both mass market and luxury brands can vary with economic cycles. Management believes that the portfolio's broad automotive brand diversification contributes to the quality and stability of the REIT's cash flows. The following table sets out the breakdown of automotive brands that are marketed, retailed and serviced at the REIT's properties as of September 30, 2019:

Manufacturer / Brand	REIT Auto Dealership GLA (Sq. Feet)	% of REIT Auto Dealership GLA	% of REIT Auto Dealership Rent	No. of REIT Locations
Honda (1)	306,655	13.5%	14.2%	9
BMW (2)	301,205	13.2%	11.1%	6
Volkswagen	252,299	11.1%	10.9%	7
Audi	237,484	10.4%	9.1%	6
Toyota	210,360	9.2%	8.9%	5
Acura (2)	139,708	6.1%	6.5%	5
Other (3)	102,176	4.5%	5.8%	8
General Motors	99,851	4.4%	3.3%	2
Nissan (4)	85,411	3.8%	4.2%	3
Porsche (5)	84,569	3.7%	5.8%	2
Chrysler (6)	81,750	3.6%	1.6%	2
Mazda	81,352	3.6%	4.5%	4
Hyundai	80,950	3.6%	3.4%	4
Mercedes Benz	60,850	2.7%	2.7%	1
Infiniti	44,904	2.0%	3.3%	4
Ford	39,287	1.7%	1.7%	1
Subaru	19,033	0.8%	0.7%	2
Kia	17,735	0.8%	0.9%	1
Lexus	16,226	0.7%	0.7%	1
Mitsubishi	14,750	0.6%	0.7%	2
Total	**2,276,555**	**100.0%**	**100.0%**	**75**

Notes:

- *(1) Includes Honda Used Car and Regina Collision Centre. Regina Honda/Acura split 75% and 25% of 30,863 sq. ft.*
- *(2) Includes MINI.*
- *(3) Includes the Dilawri Distinctive Collection property in Calgary, which currently has franchise agreements with Aston Martin and Bentley. In addition, the Dilawri Distinctive Collection sells a variety of used vehicles, including Audi, BMW, Lamborghini, Maserati, McLaren and Mercedes-Benz. Also includes the former Dilawri Acura and BMW property in Regina at 1921 1st Avenue which is being used for ancillary dealership purposes by both the Dilawri Pre Owned and the Triple 7 Chrysler dealerships. It continues to be leased by a Dilawri Tenant under the same lease as Dilawri BMW. Also, includes the former Toyota and Hyundai dealerships which have vacated their premises located in Dixie Auto Mall; and the applicable Dilawri Tenant will continue to be the lead tenant for Dixie Auto Mall until July 2030. Includes 3 vehicle compound facilities that were acquired as part of the Mierins Auto Group Portfolio. Also includes the Tesla KW service centre.*
- *(4) Includes the new Nissan Truck expansion in the former KIA dealership at Dixie Auto Mall.*
- *(5) Includes Porsche JLR Edmonton.*
- *(6) Includes Dodge, FIAT, Jeep and RAM.*

Description of the REIT's Key Tenant

The following chart summarizes certain relevant financial information of the Dilawri Group for the twelve months ended September 30, 2019 with comparative figures for the twelve months ended September 30, 2018 as provided to the REIT by Dilawri (all figures are approximations):

Dilawri Group's Financial Information (approximations, not in thousands)		
	September 30, 2019 LTM(3)	**September 30, 2018 LTM(3)**
Combined Revenues (not audited or reviewed)	\$3.6 billion	\$3.0 billion
EBITDA (not audited or reviewed)	\$115.6 million	\$84.0 million
Pro Forma Adjusted Rent Coverage Ratio (not audited or reviewed)	3.4(1)	2.9(2)
Term Debt (not audited or reviewed)	\$443 million(1)	\$122.3 million(2)
Term Debt to EBITDA Ratio (not audited or reviewed)	3.8(1)	1.5(2)

Notes:

(1) As at September 30, 2019.
(2) As at September 30, 2018.
(3) "LTM" means the last twelve months.

Although the REIT has no reason to believe that the above financial information of the Dilawri Group contains a misrepresentation, Dilawri is a private company that is independent of, and operates entirely independently from, the REIT and, consequently, neither the REIT, its management nor its Trustees in their capacities as such have been involved in the preparation of this financial information. Readers are cautioned, therefore, not to place undue reliance on that financial information.

Dilawri Additional and Non-ASPE Measures

Dilawri uses "EBITDA" in its financial statements which is an additional ASPE (as defined below) measure. "EBITDA" is defined as the earnings of the Dilawri Group before interest, taxes, depreciation and amortization, all as reflected in the non-consolidated combined financial statements of the Dilawri Group prepared in accordance with the recognition, measurement and disclosure principles of ASPE. Dilawri believes that EBITDA is an important measure of operating performance as it shows Dilawri's earnings before interest, taxes, depreciation and amortization. Dilawri's method of calculating EBITDA may differ from other issuers' calculations and, accordingly, may not be comparable to measures used by other issuers.

References to “Pro Forma Adjusted Rent Coverage Ratio”, “Term Debt” and “Term Debt to EBITDA Ratio”, which are key measures of performance used by automotive dealership businesses, refer to the Pro Forma Adjusted Rent Coverage Ratio, Term Debt and Term Debt to EBITDA Ratio of the Dilawri Group on a non-consolidated combined basis. Pro Forma Adjusted Rent Coverage Ratio, Term Debt and Term Debt to EBITDA Ratio are not defined by Canadian accounting standards for private enterprises (“ASPE”) or IFRS and do not have standardized meanings prescribed by ASPE or IFRS.

“Pro Forma Adjusted Rent Coverage Ratio” is calculated by Dilawri as EBITDA for the LTM plus rent paid by the Dilawri Group for the LTM to third parties and the REIT, less rent received from third parties. The resultant figure is divided by rent paid by the Dilawri Group for the LTM to third parties and the REIT, less rent received from third parties.

“Term Debt” is calculated by Dilawri as the Dilawri Group’s total term debt reflected in its non-consolidated combined financial statements prepared in accordance with the recognition, measurement and disclosure principles of ASPE.

“Term Debt to EBITDA Ratio” is defined as the ratio of Term Debt to EBITDA.

SECTION 4 –KEY PERFORMANCE INDICATORS AND SELECTED FINANCIAL INFORMATION

Key Performance Indicators

. The REIT’s performance is measured by management’s selection of these and other key indicators. For further information on the REIT’s operating measures and non-IFRS measures, please refer to Sections 5 and 6 of this MD&A.

Operating Results	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	**2019**	2018
Rental Revenue	**$17,349**	$11,834	**$49,458**	$34,513
NOI	**14,667**	9,993	**42,210**	29,252
Cash NOI	**13,783**	9,278	**39,543**	27,030
Same Property Cash NOI	**9,420**	9,278	**27,404**	26,978
Net Income (Loss)	**1,054**	5,675	**(8,393)**	25,484
FFO	**9,830**	6,666	**27,165**	19,973
AFFO (1)	**8,974**	5,904	**24,680**	17,614
Fair value adjustment to investment properties	**582**	1,455	**1,884**	6,360
Distributions per Unit	**0.201**	$0.201	**0.603**	$0.603
Net Income (Loss) per Unit – basic (2)	**0.027**	0.213	**(0.243)**	0.968
Net Income (Loss) per Unit – diluted (3)	**0.026**	0.212	**(0.242)**	0.963
FFO per Unit – basic (4)	**0.247**	0.250	**0.787**	0.758
FFO per Unit – diluted (5)	**0.246**	0.249	**0.782**	0.755
AFFO per Unit – basic (1)(4)	**0.226**	0.222	**0.715**	0.669
AFFO per Unit – diluted (1)(5)	**0.224**	0.220	**0.711**	0.666
Weighted average Units – basic (6)	**39,729,805**	26,629,805	**34,513,688**	26,332,320
Weighted average Units – diluted (7)	**39,981,885**	26,780,847	**34,733,230**	26,458,391
Payout ratio (%)				
FFO	**81.7%**	80.7%	**77.1%**	79.9%
AFFO	**89.7%**	91.4%	**84.8%**	90.5%

Balance Sheet and Other Metrics As at	**September 30, 2019**	December 31, 2018	September 30, 2018
Total assets	**$871,762**	$766,239	$641,630
Total liabilities (excluding Class B LP Units)	**$453,038**	$424,664	$450,857
Number of units outstanding (includes Class B LP Units)	**39,729,805**	31,729,805	26,629,805
Market capitalization (includes Class B LP Units)	**$440,604**	$284,616	$284,406
Overall capitalization rate	**6.6%**	6.6%	6.5%
Fixed weighted average effective interest rate on debt (excludes revolving credit facilities) (8)	**3.77%**	3.79%	3.48%
Proportion of total debt at fixed interest rates through swaps and mortgages	**91%**	91%	76%
Weighted average interest rate swap term remaining (years)	**6.2**	6.7	5.6
Weighted average term to maturity of debt	**4.1**	4.3	4.3
Interest Coverage Ratio (9)	**2.9X**	3.3X	3.4X
Debt Service Coverage Ratio (9)	**1.6X**	1.9X	2.0X
Debt to GBV	**49.6%**	54.7%	53.1%

(1) Comparative figures have been adjusted to reflect the change to the calculation of AFFO (inclusion of capital expenditures reserve and the elimination of the addback of non-cash unit-based compensation expenses).
(2) Net Income (Loss) per Unit – basic is calculated in accordance with IFRS by dividing the Net Income (Loss) by the amount of the weighted average number of outstanding REIT Units and Class B LP Units.
(3) Net Income (Loss) per Unit – diluted is calculated in accordance with IFRS by dividing the Net Income (Loss) by the amount of the weighted average number of outstanding REIT Units, Class B LP Units, DUs and IDUs (each as defined below) granted to certain Trustees and management.
(4) FFO per Unit and AFFO per Unit – basic is calculated by dividing the total FFO and AFFO by the amount of the total weighted average number of outstanding REIT Units and Class B LP Units.
(5) FFO per Unit and AFFO per Unit – diluted is calculated by dividing the total FFO and AFFO by the amount of the total weighted average number of outstanding REIT Units, Class B LP Units, DUs and IDUs granted to certain Trustees and management.
(6) The weighted average number of outstanding Units – basic includes the Class B LP Units.
(7) The weighted average number of outstanding Units – diluted includes the Class B LP Units, DUs and IDUs.
(8) The fixed weighted average effective interest rate on debt is calculated on an annualized basis.
(9) For Q3 2019 ratios, see Section 7 Financing Metrics and Debt Covenants.

SECTION 5 – RESULTS OF OPERATIONS

Net Income and Comprehensive Income

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2019	2018	Variance	**2019**	2018	Variance
Net Property Income						
Base Rent	**$13,880**	$9,452	$4,428	**$39,924**	$27,492	$12,432
Property tax recoveries	**2,682**	1,642	1,040	**7,248**	4,723	2,525
Straight line rent adjustment	**787**	740	47	**2,286**	2,298	(12)
Rental Revenue	**17,349**	11,834	5,515	**49,458**	34,513	14,945
Property tax expense	**(2,682)**	(1,672)	(1,010)	**(7,248)**	(4,753)	(2,495)
Land leases	**-**	(144)	144	**-**	(432)	432
Straight line land lease adjustment	**-**	(25)	25	**-**	(76)	76
Property Costs	**(2,682)**	(1,841)	(841)	**(7,248)**	(5,261)	(1,987)
NOI	**14,667**	9,993	4,674	**42,210**	29,252	12,958
Other Income (Expenses)						
General and administrative expenses	**(733)**	(676)	(57)	**(2,203)**	(1,945)	(258)
Interest expense and other financing charges	**(4,098)**	(2,651)	(1,447)	**(12,741)**	(7,334)	(5,407)
Fair value adjustment on interest rate swaps	**192**	2,004	(1,812)	**(10,297)**	2,881	(13,178)
Distribution expense on Class B LP Units	**(1,997)**	(1,997)	-	**(5,991)**	(5,991)	-
Fair value adjustment on Class B LP Units, DUs and IDUs	**(7,559)**	(2,453)	(5,106)	**(21,255)**	2,261	(23,516)
Fair value adjustment on investment properties	**582**	1,455	(873)	**1,884**	6,360	(4,476)
Net Income and Comprehensive Income	**$1,054**	$5,675	$(4,621)	**$(8,393)**	$25,484	$(33,877)

For Q3 2019, net income was $1,054 compared to $5,675 in Q3 2018, NOI was $14,667 in Q3 2019 as compared to $9,993 in Q3 2018, an increase of $4,674 or 46.8%. The increase in NOI was more than offset by fair value adjustments for Class B LP Units and interest rate swaps, as well as higher interest expense and other financing charges.

Rental Revenue and Property Costs

Rental revenue is based on triple net leases with tenants. As such, rental revenue also includes recoverable realty taxes and straight-line adjustments.

For Q3 2019, rental revenue of $17,349 was $5,515, or 46.6%, higher than Q3 2018, primarily due to the properties acquired subsequent to Q3 2018 and contractual rent increases.

For YTD 2019, rental revenue of $49,458 was $14,945, or 43.3%, higher than YTD 2018, primarily due to the properties acquired subsequent to Q3 2018 and contractual rent increases.

Property costs for Q3 2019 and YTD 2019 were $841 and $1,987 higher than Q3 2018 and YTD 2018, respectively. The increases are attributable to the properties acquired subsequent to Q3 2018.

General and Administrative Expenses

The REIT's general and administrative expenses consisted of: (i) outsourced costs, (ii) public entity costs, (iii) unit-based compensation expense in the form of Deferred Units and Income Deferred Units ("IDUs") and (iv) management short term compensation expense. The outsourced costs are largely related to the services provided by Dilawri pursuant to the Administration Agreement. The REIT will reimburse Dilawri for costs incurred in connection with the provision of such services so long as such costs are identified in the then current annual budget of the REIT or are otherwise approved by the REIT. The REIT paid to Dilawri $235 and $784 in respect of services provided in Q3 2019 and YTD 2019, respectively (Q3 2018 – $247 and YTD 2018 – $781).

The public entity costs reflect the expenses related to ongoing operations of the REIT, including professional fees for legal and audit services and depreciation expense for an office lease ROU asset, which were $7 lower and $72 higher than Q3 2018 and YTD 2018, respectively. Public entity costs will fluctuate from quarter to quarter depending on when such expenses are incurred.

The non-cash unit-based compensation expense relates to DUs and IDUs granted in accordance with the REIT's Equity Incentive Plan (the "Plan"). As at September 30, 2019, all independent Trustees of the REIT elected to receive board and committee fees in the form of DUs. The fair value of each DU granted is measured based on the volume-weighted average trading price of the REIT Units for the five trading days immediately preceding the grant date. For Q3 2019 and YTD 2019, the REIT incurred expenses of $142 and $405, respectively, related to the granting of DUs, IDUs, and the vesting of long-term DUs.

For Q3 2019 and YTD 2019, the REIT accrued management short-term incentive awards of $100 and $259, respectively, which will be settled by the granting of DUs.

The table below illustrates the breakdown of general and administrative expenses incurred in Q3 2019 and YTD 2019 as compared to Q3 2018 and YTD 2018:

	Q3 2019	Q3 2018	Variance	**YTD 2019**	YTD 2018	Variance
Administration Agreement	**$235**	$247	$(12)	**$784**	$781	3
Public entity and other costs	**256**	263	(7)	**755**	683	72
Trustees DUs and IDUs expense	**142**	86	56	**405**	264	141
Management short term compensation expense	**100**	80	20	**259**	217	42
General and administrative expenses	**$733**	$676	$57	**$2,203**	$1,945	$258

Interest Expense and Other Financing Charges

Interest expenses include amounts payable to lenders under the REIT's Credit Facilities and Mortgages (each as defined in Section 7 "Liquidity and Capital Resources" below), as well as amortization of upfront costs and costs to hedge the applicable Credit Facilities and Mortgages at fixed rates. For Q3 2019 and YTD 2019, the interest expense and other financing charges were $4,098 and $12,741, respectively, representing increases of $1,447 and $5,407 from Q3 2018 and YTD 2018, respectively. The increases are primarily due to additional debt incurred by the REIT to acquire properties subsequent to Q3 2018, and a higher cost of borrowing as a result of the extension of the maturities on certain interest rate swaps. Also included in Q3 2019 and YTD 2019 is $95 and $284, respectively, of interest expense on lease liabilities due to the adoption of IFRS 16 – *Leases* ("IFRS 16").

On June 26, 2019, the REIT increased the amount available to be drawn under Facility 2 (see Section 7 "Liquidity and Capital Resources" in this MD&A) from $72,485 to $102,189 and extended the term from June 2022 to June 2024. The REIT also entered into a $29,704 10-year interest rate swap at a rate of 3.5% (see Section 7 "Liquidity and Capital Resources" in this MD&A).

As a result of the above, the weighted average effective interest rate on the REIT's debt was fixed at 3.77% as at September 30, 2019 (September 30, 2018 – 3.48%).

Changes in Fair Values of Investment Properties

The REIT valued the investment properties using a discounted cash flow approach whereby a current discount rate was applied to the projected net operating income which a property can reasonably be expected to produce in the future. Property under development is measured using both a comparable sales method and a discounted cash flow method, net of costs to complete. The REIT's valuation inputs are supported by quarterly market reports from an independent appraiser which indicate no change in capitalization rates from December 31, 2018 for the markets the REIT is in. For Q3 2019 and YTD 2019, the fair value adjustments in investment properties were $582 and $1,884, respectively, compared to $1,455 for Q3 2018 and $6,360 for YTD 2018. The fair value gain adjustment for Q3 2019 was primarily due to NOI increases, partially offset by the transaction costs related to the Audi Queensway property acquisition and adjustment of ROU assets (two land leases). The additional fair value adjustment in YTD 2019 was due to Q1 2019 NOI increases as well as the write-off of a straight-line lease liability balance, partially offset by the transaction costs related to the St. James VW, McNaught Cadillac, Buick GMC, Wellington Motors and Guelph Hyundai property acquisitions. The overall capitalization rate applicable to the REIT's entire portfolio remained at 6.6% (December 31, 2018 – 6.6%), which is equivalent to the REIT's overall assessment as at September 30, 2019.

In accordance with the REIT's valuation policy, an independent appraiser is engaged to prepare valuations on a portion of the portfolio annually, such that the entire portfolio is appraised at least once every three years. In addition, any investment property which represents greater than 15% of the overall portfolio value would be appraised annually.

A 25 basis point decrease or increase in capitalization rates would result in an increase or decrease in the fair value of investment properties of approximately $33,900 or ($31,500), respectively.

Changes in Fair Values of Class B LP Units, DUs, IDUs and Interest Rate Swaps

The Class B LP Units, DUs, IDUs and the interest rate hedges (see Section 7 "Liquidity and Capital Resources" in this MD&A) are required to be presented under relevant accounting standards at fair value on the balance sheet. The resulting changes in these items are recorded in net income and comprehensive income.

Under IFRS, the Class B LP Units, DUs and IDUs are classified as financial liabilities and measured at fair value through profit and loss (FVTPL). The fair value of the Class B LP Units, DUs and IDUs will be measured every period by reference to the traded value of the REIT Units, with changes in measurement recorded in net income and comprehensive income. Distributions on the Class B LP Units will be recorded in interest expense and other financing charges in the period in which they become payable.

The impact of the movement in the traded value of the REIT Units resulted in a fair value adjustment for Class B LP Units in Q3 2019 of $7,559 (Q3 2018 – $2,453) and $21,255 for YTD 2019 (YTD 2018 – increase of $2,261).

The REIT entered into interest rate swaps to limit its exposure to fluctuations in the interest rates on variable rate financings for certain of its Credit Facilities. Gains or losses arising from the change in the fair value of the interest rate derivative contracts are recognized in the consolidated statements of income and comprehensive income.

The fair value adjustments for interest rate swaps for Q3 2019 and YTD 2019 were $192 (Q3 2018 – $2,004) and $(10,297) (YTD 2018 – $2,881), respectively. The variances reflect a decline in interest rates in the derivative market as at September 30, 2019.

SECTION 6 – NON-IFRS FINANCIAL MEASURES

Reconciliation of NOI, Cash NOI, FFO and AFFO to Net Income and Comprehensive Income

The REIT uses the following non-IFRS key performance indicators: NOI, Cash NOI, FFO, AFFO, FFO payout ratio and AFFO payout ratio. The REIT believes these non-IFRS measures and ratios provide useful supplemental information to both management and investors in measuring the financial performance and financial condition of the REIT. These measures and ratios do not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similarly titled measures and ratios presented by other publicly traded real estate investment trusts and should not be construed as an alternative to other financial measures determined in accordance with IFRS (see "Non-IFRS Financial Measures" in this section of the MD&A). Beginning in Q1 2019, the REIT adopted a capital expenditure reserve of 0.5% of base rent in the AFFO calculation. To date, the REIT has not incurred capital expenditure costs. The capital expenditure reserve is based on the length of the lease terms, renewal retention rates, triple-net lease structure and management's best estimate of cost that the REIT may incur, related to the sustaining/maintaining of the existing leased area. Comparative figures have been adjusted to reflect the change to the calculation of AFFO (inclusion of a capital expenditures reserve and the elimination of the addback of non-cash unit-based compensation expenses). The calculations of these measures and the reconciliation to net income and comprehensive income are set out in the following table:

	Three Months Ended September 30,			**Nine Months Ended September 30,**		
($000s, except per Unit amounts)	**2019**	2018	Variance	**2019**	2018	Variance
Calculation of NOI						
Property revenue	**$17,349**	$11,834	$5,515	**$49,458**	$34,513	$14,945
Property costs	**(2,682)**	(1,841)	(841)	**(7,248)**	(5,261)	(1,987)
NOI (including straight-line adjustments)	**$14,667**	$9,993	$4,674	**$42,210**	$29,252	$12,958
Adjustments:						
Land lease payments (1)	**(97)**	-	(97)	**(381)**	-	(381)
Straight-line adjustment (rent and land lease) (2)	**(787)**	(715)	(72)	**(2,286)**	(2,222)	(64)
Cash NOI	**$13,783**	$9,278	$4,505	**$39,543**	$27,030	$12,513
Reconciliation of net income to FFO and AFFO						
Net income (loss) and comprehensive income (loss)	**$1,054**	$5,675	$(4,621)	**$(8,393)**	$25,484	$(33,877)
Adjustments:						
Change in fair value – Interest rate swaps	**(192)**	(2,004)	1,812	**10,297**	(2,881)	13,178
Distributions on Class B LP Units	**1,997**	1,997	-	**5,991**	5,991	-
Change in fair value – Class B LP Units and Deferred Units	**7,559**	2,453	5,106	**21,255**	(2,261)	23,516
Change in fair value – investment properties	**(582)**	(1,455)	873	**(1,884)**	(6,360)	4,476
ROU asset net balance of depreciation/interest and lease payments (3)	**(6)**	-	(6)	**(101)**	-	(101)
FFO	**$9,830**	$6,666	$3,164	**$27,165**	$19,973	$7,192
Adjustments:						
Straight-line adjustment (rent and land leases) (2)	**(787)**	(715)	(72)	**(2,286)**	(2,222)	(64)
Capital expenditure reserve	**(69)**	(47)	(22)	**(199)**	(137)	(62)
AFFO	**$8,974**	$5,904	$3,070	**$24,680**	$17,614	$7,066
Number of Units outstanding (including Class B LP Units)	**39,729,805**	26,629,805	13,100,000	**39,729,805**	26,629,805	13,100,000

Weighted average Units Outstanding – basic	**39,729,805**	26,629,805	13,100,000	**34,513,688**	26,332,320	8,181,368
Weighted average Units Outstanding – diluted	**39,981,885**	26,780,847	13,201,038	**34,733,230**	26,458,391	8,274,839
FFO per Unit – basic (4)	**$0.247**	$0.250	$(0.003)	**$0.787**	$0.758	$0.029
FFO per Unit – diluted (5)	**$0.246**	$0.249	$(0.003)	**$0.782**	$0.755	$0.027
AFFO per Unit – basic (4)	**$0.226**	$0.222	$0.004	**$0.715**	$0.669	$0.046
AFFO per Unit – diluted (5)	**$0.224**	$0.220	$0.004	**$0.711**	$0.666	$0.045
Distributions per Unit	**$0.201**	$0.201	$-	**$0.603**	$0.603	$-
FFO payout ratio	**81.7%**	80.7%	1.0%	**77.1%**	79.9%	(2.8)%
AFFO payout ratio	**89.7%**	91.4%	(1.7)%	**84.8%**	90.5%	(5.7)%

(1) In 2019, the REIT adopted IFRS 16. For Q3 2019 and YTD 2019 land lease payments applied to lease liability. For Q3 2018 and YTD 2018 land lease payments are included in property costs.

(2) For Q3 2019 and YTD 2019, the REIT did not include straight line adjustments for land leases since the REIT reclassified land leases in accordance with IFRS 16 as ROU assets.

(3) In 2019, the REIT adopted IFRS 16, resulting in the classification of one office lease as a ROU asset.

(4) The FFO and AFFO per Unit – basic is calculated by dividing the total FFO and AFFO by the amount of the total weighted-average number of outstanding REIT Units and Class B LP Units.

(5) The FFO and AFFO per Unit – diluted is calculated by dividing the total FFO and AFFO by the amount of the total weighted-average number of outstanding REIT Units, Class B LP Units, DUs and IDUs granted to certain independent Trustees and management.

FFO, AFFO and Cash NOI

In Q3 2019, FFO increased 47.5% to $9,830, or $0.246 per Unit, compared to $6,666, or $0.249 per Unit, in Q3 2018. The increase was primarily due to the properties acquired subsequent to Q3 2018. The increase in FFO was primarily due to the properties acquired subsequent to Q3 2018. The decline in FFO per Unit was primarily due to a timing difference between the closing of the Equity Offering and the deployment of proceeds from the Equity Offering. A portion of the proceeds was used to fund the acquisition of Audi Queensway, which closed on September 19, 2019.

FFO for YTD 2019 increased 36.0% to $27,165, or $0.782 per Unit, compared to $19,973, or $0.755 per Unit, in YTD 2018. The increase was primarily due to the properties acquired subsequent to Q3 2018.

In Q3 2019, AFFO increased 52.0% to $8,974, or $0.224 per Unit, compared to $5,904, or $0.220 per Unit, in Q3 2018; and Cash NOI in Q3 2019 was $13,783 on $14,667 of revenue (compared to Cash NOI of $9,278 on revenue of $9,993 for Q3 2018). The increases were primarily due to the properties acquired subsequent to Q3 2018. AFFO per Unit in Q3 2019 was also impacted by the timing difference between the closing of the Equity Offering and the deployment of proceeds, as noted above.

AFFO for YTD 2019 increased 40.1% to $24,680, or $0.711 per Unit, compared to $17,614, or $0.666 per Unit, in YTD 2018; and Cash NOI in YTD 2019 was $39,543 on $42,210 of revenue (compared to Cash NOI of $27,030 on revenue of $29,252 for YTD 2018). The increases were primarily due to the properties acquired subsequent to Q3 2018.

For Q3 2019, the REIT declared and paid distributions to Unitholders of $7,986, or $0.201 per Unit (Q3 2018 – declared and paid $5,353), and for YTD 2019 the REIT declared distributions of $21,279 and paid distributions of $20,743, or $0.603 per Unit (YTD 2018 – declared $15,898 and $15,866 paid). This resulted in an AFFO payout ratio of 89.7% in Q3 2019 (Q3 2018 – 91.4%) and 84.8% in YTD 2019 (YTD 2018 – 90.5%). The AFFO payout ratios for Q3 2019 and YTD 2019 were lower than the comparative periods as a result of organic growth in NOI and acquisitions made since the start of the comparative periods.

Same Property Net Operating Income and Cash Net Operating Income

	Three Months Ended September 30, 2019	2018	Variance	Nine Months Ended September 30, 2019	2018	Variance
Same property base rental revenue	**$9,517**	$9,422	$95	**$27,785**	$27,410	$375
Land lease payments	**(97)**	(144)	47	**(381)**	(432)	51
Same Property Cash NOI	**$9,420**	$9,278	$142	**$27,404**	$26,978	$426

Same Property Cash NOI increased 1.53% to $9,420 in Q3 2019 from $9,278 in Q3 2018 and 1.58% to $27,404 in YTD 2019 from $26,978 from YTD 2018. This increase is primarily a result of contractual rent increases and a rent escalation of 10% which occurred in August 2018 on three investment properties in Edmonton, Alberta. The next rent escalations for these three properties will occur in August 2023.

Reconciliation of Cash Flow from Operating Activities to ACFO

The REIT calculates its ACFO in accordance with the Real Property Association of Canada's *White Paper on Adjusted Cash Flow from Operations* (ACFO) *for IFRS* issued in February 2019. The REIT believes that ACFO provides useful supplemental information to both management and investors in measuring the financial performance and financial condition of the REIT. ACFO does not have a standardized meaning prescribed by IFRS and therefore may not be comparable to similarly titled measures utilized by other publicly traded real estate investment trusts and should not be considered as an alternative to other financial measures determined in accordance with IFRS (see "Non-IFRS Financial Measures" in this section of the MD&A). To date, the REIT has not incurred capital expenditure costs. The capital expenditure reserve of 0.5% of base rent is based on the lease terms, renewal retention rates, triple-net lease structure and management's best estimate of cost on a per square foot basis related to sustaining/maintaining existing space that the REIT may incur. Comparatives figures have been adjusted to reflect the change to the calculation of ACFO (inclusion of a capital expenditures reserve and the elimination of the addback of non-cash unit-based compensation expenses). The calculation of ACFO and the reconciliation to cash flow from operating activities are set out in the table below:

For periods ended September 30, ($000s)	**Three Months Ended September 30, 2019**	2018	Variance	**Nine Months Ended September 30, 2019**	2018	Variance
Cash flow from operating activities	**$11,859**	$9,234	$2,625	**$37,166**	$26,574	$10,592
Change in non-cash working capital	**958**	926	32	**843**	441	402
Interest paid	**(3,939)**	(2,503)	(1,436)	**(11,974)**	(6,996)	(4,978)
Amortization of financing fees	**(164)**	(120)	(44)	**(514)**	(298)	(216)
Amortization of indemnification fees	**(41)**	(18)	(23)	**(113)**	(55)	(58)
Net interest expense and other financing charges in excess of interest paid	**5**	(28)	33	**(253)**	(40)	(213)
Capital expenditure reserve	**(69)**	(47)	(22)	**(199)**	(137)	(62)
ACFO	**$8,609**	$7,444	$1,165	**$24,956**	$19,489	$5,467
ACFO payout ratio	**92.8%**	71.9%	20.9%	**85.3%**	81.6%	3.7%

ACFO increased in Q3 2019 to $8,609 and to $24,956 in YTD 2019, as compared to $7,444 in Q3 2018 and $19,489 in YTD 2018, which resulted in an ACFO payout ratio of 92.8% in Q3 2019 and 85.3% in YTD 2019 (Q3 2018 – 71.9% and YTD 2018 – 81.6%). The ACFO payout ratios for Q3 2019 and YTD 2019 were higher than the comparative periods primarily due to prior period adjustments for non-cash working capital from non-operating activity.

SECTION 7 – LIQUIDITY AND CAPITAL RESOURCES

Capital Structure

Debt	Term (yrs)	Hedged Term (yrs)	Interest Rate (Key Terms)	Payments & Interest/Amortization (Key Terms)	Effective Interest Rate (fixed) (Key Terms)	**Outstanding as at September 30, 2019**	**Outstanding as at December 31, 2018**
Facility 1	3.7 (1)	2.8 to 9.2	BA + 150 bps, Prime +25 bps	(1)	3.75%	**$216,510**(9)	$210,347
Facility 2	4.8 (2)	2.8 to 9.8	BA + 150 bps, Prime +25 bps	(2)	3.53%	**101,054**	85,791
Facility 3	4.2 (3)	6.3 to 9.2	BA + 150 bps, Prime +50 bps	(3)	4.05%	**91,438**	95,000
Mortgages	1.3 to 7.8	n/a	Fixed 3.22% to 3.72 %	P&I, 20 yrs and 25yrs	3.52%	**15,610**	28,376
						$424,612	$ 419,514
Financing fees						**(2,489)**	(2,642)
Weighted Average /Total	**4.1**	**6.2**			**3.77%**	**$422,123**	$ 416,872
Class B LP Units, DUs and IDUs						**$112,177**	$90,173
Cash Balance						**$156**	$295

Key Financing Metrics and Debt Covenants (4)(7)	Debt Covenant	Declaration of Trust (5)	**As at September 30, 2019**	**As at December 31, 2018**
Interest coverage	-	-	**2.9**	3.3
Debt to GBV	<60% (6)	<60% (6)	**49.6%**	54.7%
Unitholders' Equity (including Class B LP Units, DUs and IDUs)	>$120,000	-	**$420,741**	$342,647
Debt Service Coverage	>1.35	-	**1.6**	1.9
AFFO payout ratio	<100%	-	**84.8%**	95.6%

(1) Facility 1 and the associated revolving facility matures in June 2023.
(2) The REIT has extended the maturity of Facility 2 and the revolving facility to June 2024.
(3) Facility 3 and the associated revolving facility matures in December 2023.
(4) The calculations of these ratios, which are non-IFRS measures, are set out under "Financing Metrics and Debt Covenants" below.
(5) The Declaration of Trust contains other operating covenants that do not relate to leverage or debt service/coverage. The Declaration of Trust is available on www.sedar.com and is described in the AIF. Management believes that the REIT is in compliance with these operating covenants.
(6) Including convertible debentures, the maximum ratio is 65%.
(7) The debt agreements for Facility 1, Facility 2 and Facility 3 have other covenants that do not directly relate to the REIT's consolidated financial position. Management believes that the REIT is in compliance with all such covenants and with the debt agreement covenants for Facility1, Facility 2, Facility 3 and the Mortgages.
(8) Comparative figures have been adjusted to reflect the change to the calculation of AFFO (inclusion of capital expenditures reserve and the elimination of the addback of non-cash unit-based compensation expenses).
(9) $19,404 of the non-revolving balance of Facility 1 remains at floating rates.

In order to maintain or adjust its capital structure, the REIT may increase or decrease the amount of distributions paid to Unitholders, issue new REIT Units and debt, or repay debt. Factors affecting such decisions include:

- complying with the guidelines set out in the REIT's Declaration of Trust;
- complying with debt covenants;
- ensuring sufficient liquidity is available to support the REIT's financial obligations and to execute its operating and strategic plans;
- maintaining financial capacity and flexibility through access to capital to support future development; and
- minimizing the REIT's cost of capital while taking into consideration current and future industry, market and economic risks and conditions.

Principal repayments are as follows:

Remainder of 2019	$4,512
2020	18,130
2021	23,750
2022	18,156
2023	280,059
Thereafter	80,005
Total	$424,612

Management believes that the REIT's liquidity position as at September 30, 2019, which includes approximately $55,200 of undrawn revolving credit facilities and cash on hand of $156, is sufficient to carry out its obligations, discharge liabilities as they come due and fund distributions to Unitholders. A mortgage in the amount of $11,957 expired in September 2019 and was repaid through the use of the REIT's revolving credit facilities. As at September 30, 2019, five properties are unencumbered and able to be used as security in respect of future financing requirements, as and when needed.

Capital requirements in the next two years are low and capital expenditure requirements are expected to be insignificant. Capital required for investing activities will be addressed through additional borrowings or issuances of equity as acquisition and development opportunities arise.

Debt Financing

The REIT's overall borrowing policy is to obtain secured credit facilities, principally on a fixed rate or effectively fixed rate basis, which will allow the REIT to (i) achieve and maintain staggered maturities to lessen exposure to re-financing risk in any particular period; (ii) achieve and maintain fixed rates to lessen exposure to interest rate fluctuations; and (iii) extend loan terms and fixed rate periods as long as possible when borrowing conditions are favourable. Subject to market conditions and the growth of the REIT, management currently intends to target Indebtedness of approximately 55%-60% of GBV. As at September 30, 2019, the REIT's Debt to GBV ratio was 49.6% (December 31, 2018 – 54.7% and September 30, 2018 – 53.1%). The reduction from December 31, 2018 is attributable to the repayment of outstanding debt under the REIT's revolving credit facilities from the net proceeds of the Equity Offering and allowing for over $100,000 in acquisition capacity. Management expects that the ratio of Debt to GBV may increase, at least temporarily, following an acquisition by the REIT of one or more additional properties. Interest rates and loan maturities will be reviewed on a regular basis to ensure appropriate debt management strategies are implemented.

Pursuant to the Declaration of Trust, the REIT may not incur or assume any Indebtedness, if after giving effect to the incurring or assumption of such Indebtedness, the total Indebtedness of the REIT would exceed 60% of GBV (or 65% of GBV including convertible debentures).

Secured Credit Facilities, Mortgages and Interest Rate Swap Arrangements

All the Credit Facilities and mortgages are with Canadian Schedule 1 banks and are secured by all but five of the REIT's investment properties. In March 2019, the REIT increased the amount available to be drawn under the non-revolving portion of Facility 1 by $19,800 and in June 2019 the REIT increased the amount available to be drawn under the non-revolving portion of Facility 2 by $29,704.

As at September 30, 2019, the REIT had total revolving credit facilities of $75,000, of which $55,200 was undrawn ($10,200 in Facility 1, $15,000 in Facility 2, and $30,000 in Facility 3).

Financing Fees

During YTD 2019, the REIT incurred financing fees of $360 (December 31, 2018 – $2,117). The amounts are accounted for using the effective interest method, $2,489 remains unamortized at September 30, 2019 (December 31, 2018 – $2,642).

Interest Rate Swaps

The REIT entered into interest rate derivative contracts to limit its exposure to fluctuations in the interest rates payable on its variable rate financings under Facility 1, Facility 2 and Facility 3. Gains or losses arising from changes in the fair value of the interest rate derivative contracts are recognized in the consolidated statements of income and comprehensive income. On June 26, 2019, the REIT increased the amount available to be drawn under Facility 2 by $29,704 to a total of $102,189 and extended the term to maturity from June 2022 to June 2024. The REIT also entered into a $29,704 10-year interest rate swap at a rate of 3.5%.

As a result of the above, the REIT's weighted average interest rate swap term increased from 6.4 years in Q1 2019 to 6.5 years in Q2 2019. The REIT's weighted average interest rate swap term as of September 30, 2019 is 6.2 years.

The following table sets out the combined borrowings under Facility 1, Facility 2 and Facility 3 and the remaining expected term to maturity of the related interest rate swaps as at September 30, 2019.

Remaining Term (yrs)	Amount ($000s)	Total Swapped Fixed Rate Debt (%)
3.3	88,754	24.0
5.4	89,898	24.3
6.3	77,427	20.9
9.1	113,719	30.8
6.2	**369,798**	**100.0**

As at September 30, 2019, the notional principal amount of the interest rate swaps was $370,000 (December 31, 2018 – $352,000) and the fair value adjustment of the interest rate swaps was $192 and $(10,297) for the three- and nine-month periods ended September 30, 2019, respectively, compared to $2,004 and $2,881 for the three- and nine-month periods ended September 30, 2018, respectively. This resulted in a liability balance of $11,410 as at September 30, 2019 (December 31, 2018 – $1,114).

Unitholders' Equity (including Class B LP Units)

Unitholders' equity consists of two classes of Units described below:

REIT Units

The REIT is authorized to issue an unlimited number of REIT Units.

Each REIT Unit is transferable and represents an equal, undivided beneficial interest in the REIT and any distributions from the REIT. All REIT Units rank equally among themselves without discrimination, preference or priority and entitle the holder thereof to receive notice of, to attend and to one vote at all meetings of holders of REIT Units and holders of Special Voting Units (as defined below) or in respect of any written resolution thereof.

Holders of REIT Units are entitled to receive distributions from the REIT if, as and when declared by the Board of Trustees (the "Board"). Upon the termination or winding up of the REIT, holders of REIT Units will participate equally with respect to the distribution of the remaining assets of the REIT after payment of all liabilities. Such distribution may be made in cash, as a distribution in kind, or both, all as the Board in its sole discretion may determine. REIT Units have no associated conversion or retraction rights. No person is entitled, as a matter of right, to any pre-emptive right to subscribe for or acquire any REIT Units, except for Dilawri as set out in the Exchange Agreement entered into on closing of the IPO between the REIT and certain members of the Dilawri Group, pursuant to which such members of the Dilawri Group have been granted, among other things, certain rights to participate in future offerings of the REIT.

As at September 30, 2019, the total number of REIT Units outstanding was 29,796,552.

Class B LP Units

In conjunction with the IPO, and as partial consideration for the Initial Properties, the REIT, through the Partnership, issued Class B LP Units to certain members of the Dilawri Group. The Class B LP Units are economically equivalent to REIT Units, and are exchangeable at the option of the holder for REIT Units on a one-for-one basis (subject to certain anti-dilution adjustments), are accompanied by a special voting unit (a "Special Voting Unit") (which provides the holder with that number of votes at any meeting of holders of REIT Units to which a holder of the number of REIT Units that may be obtained upon the exchange of the Class B LP Unit to which such Special Voting Unit is attached would be entitled), and will receive distributions of cash from the Partnership equal to the distributions to which a holder of the number of REIT Units that may be obtained upon the exchange of the Class B LP Unit to which such Special Voting Unit is attached would be entitled. Under IFRS, the Class B LP Units are classified as financial liabilities and measured at fair value through profit and loss (FVTPL). The fair value of the Class B LP Units will be measured every period by reference to the traded value of the REIT Units, with changes in measurement recorded in net income and comprehensive income. Distributions on the Class B LP Units will be recorded in interest expense and other financing charges in the period in which they become payable.

As at September 30, 2019, the total number of Class B LP Units outstanding was 9,933,253.

Deferred Units

The REIT offers an Equity Incentive Plan. Under the Plan, DUs may be granted to Trustees, officers and employees of the REIT on a discretionary basis by the Governance, Compensation and Nominating Committee of the Board. The maximum number of REIT Units available for issuance under the Plan is 1,000,000. Each DU is economically equivalent to one REIT Unit, however, under no circumstances shall DUs be considered REIT Units nor entitle a participant to any rights as a Unitholder, including, without limitation, voting rights or rights on liquidation. Each DU shall receive a distribution of additional IDUs equal to the amount of distributions paid per REIT Unit by the REIT on its REIT Units. Upon vesting of the DUs and IDUs, a participant may elect, prior to the expiry of such DU or IDU, to exchange such vested DUs and IDUs (subject to satisfaction of any applicable withholding taxes) whereby the REIT will issue to the participant an equal number of REIT Units in exchange for the DUs and IDUs. The holder of such DUs and IDUs cannot settle such DUs and IDUs for cash.

A total of 95,087 DUs and IDUs were granted in YTD 2019, of which 36,193 will be accounted for in accordance with their vesting schedule. As at September 30, 2019, the total number of DUs and IDUs granted was 260,705, of which 189,832 were accounted as outstanding and vested.

Distributions

Holders of REIT Units are entitled to receive distributions from the REIT (whether of net income, net realized capital gains or other amounts) if, as and when declared by the Board. Upon the termination or winding-up of the REIT, holders of REIT Units will participate equally with respect to the distribution of the remaining assets of the REIT after payment of all liabilities. Such distribution may be made in cash, as a distribution in kind, or both, all as the Board in its sole discretion may determine. REIT Units have no associated conversion or retraction rights. No person is entitled, as a matter of right, to any pre-emptive right to subscribe for or acquire any REIT Units, except for Dilawri as set out in the Exchange Agreement, or as otherwise agreed to by the REIT pursuant to a binding written agreement.

In determining the amount of the monthly cash distributions paid to holders of REIT Units, the Board applies discretionary judgment to forward-looking cash flow information, which includes forecasts, budgets and many other factors including provisions in the Declaration of Trust, the macro-economic and industry-specific environment, debt maturities and covenants and taxable income. The REIT is currently paying monthly cash distributions to Unitholders of $0.067 per Unit, representing $0.804 per Unit on an annualized basis.

The Board regularly reviews the REIT's rate of distributions to ensure an appropriate level of cash distributions.

Net income prepared in accordance with IFRS recognizes certain revenues and expenses at time intervals that do not match the receipt or payment of cash. Therefore, in applying judgment, consideration is given to AFFO (which is the product of the earnings performance) and other factors when establishing cash distributions to holders of REIT Units.

Financing Metrics and Debt Covenants

The calculations of financial metrics and debt covenants are set out in the table below:

Calculations of financial metrics and debt covenants		**As at September 30, 2019**	**As at December 31, 2018**
Net Asset Value			
Investment properties, IFRS value		$869,417	$763,998
Cash, prepaid and other assets		2,345	2,241
Accounts payable and accrued liabilities		(17,488)	(5,606)
Credit Facilities, Mortgages and interest rate swaps		(433,533)	(417,986)
Total Net Asset Value		**$420,741**	**$342,647**
REIT Units and Class B LP Units outstanding		39,729,805	31,729,805
Debt to GBV			
Indebtedness outstanding :			
Credit Facilities & Mortgages (excludes deferred financing costs)	**A**	$424,612	$419,514
Lease Liability	**A1**	7,445	-
Gross Book Value			
Total assets	**B**	871,762	766,239
Debt to GBV (1)	**((A+A1)/B) X 100**	**49.6%**	**54.7%**
Unitholders' Equity & Class B LP Units* & *DUs & IDUs			
Unitholders' Equity		$308,564	$252,474
Value of DUs & IDUs		2,017	1,072
Value of Class B LP Units		110,160	89,101
Total Unitholders' Equity & Class B LP Units & DUs & IDUs		**$420,741**	**$342,647**

Calculations of financial metrics and debt covenants					
Interest coverage		**Q3 2019**	**Q3 2018**	**YTD 2019**	**YTD 2018**
Cash NOI		$13,783	$9,278	$39,543	$27,030
General and administrative expenses		(733)	(676)	(2,203)	(1,945)
Income before interest expense and fair value adjustments	**C**	13,050	8,602	37,340	25,085
Interest expense and other financing charges	**D**	4,098	2,651	12,741	7,334

Interest Coverage Ratio [2]	**C/D**	**3.2X**	**3.2X**	**2.9X**	**3.4X**
Debt Service Coverage					
Consolidated net income (loss)		$1,054	$5,675	$(8,393)	$25,484
Interest expense and other financing charges		4,098	2,651	12,741	7,334
Distribution expense on Class B LP Units		1,997	1,997	5,991	5,991
Amortization of other assets		41	18	113	55
Fair value adjustments, net		6,785	(1,006)	29,668	(11,502)
EBITDA	**E**	13,975	9,335	40,120	27,362
Principal payments (pay down of debt)		4,643	2,821	12,971	6,703
Interest payments on debt (excludes bank charges)		3,939	2,503	11,974	6,996
Debt Service	**F**	8,582	5,324	24,945	13,699
Debt Service Ratio [3]	**E/F**	**1.6X**	**1.8X**	**1.6X**	**2.0X**
AFFO payout ratio					
AFFO		8,974	5,904	24,680	17,614
Distributions on REIT Units		5,989	3,356	14,752	9,907
Distributions on Class B LP Units		1,997	1,997	5,991	5,991
		7,986	5,353	20,743	15,898
AFFO payout ratio [4]		**89.7%**	**91.4%**	**84.8%**	**90.5%**

Notes:

(1) The Debt to GBV ratio as at September 30, 2019 decreased as compared to December 31, 2018, primarily due to the Equity Offering used to fund the YTD 2019 acquisitions.

(2) The Interest Coverage Ratio for Q3 2019 and YTD 2019 decreased compared to the same periods in the previous year, mainly due to the increase in interest expense and other financing charges.

(3) The Debt Service Ratio for Q3 2019 and YTD 2019 decreased compared to the same periods in the previous year, mainly due to the increase in interest and principal payments.

(4) The AFFO payout ratio is calculated as distributions per REIT Unit divided by the AFFO per Unit - diluted.

SECTION 8 – RELATED PARTY TRANSACTIONS

The REIT's largest Unitholder and lead tenant is the Dilawri Group, which as at September 30, 2019 held an approximate 26.2% effective interest in the REIT on a fully diluted basis, through its ownership of all of the issued and outstanding Class B LP Units and 480,552 REIT Units.

In the normal course of its operations, the REIT enters into various transactions with related parties and the REIT's policy is to conduct all transactions and settle all balances with related parties on market terms and conditions and in accordance with the Related Party Transaction Policy adopted by the Board and the Declaration of Trust.

In consideration of the applicable Dilawri Tenants leasing the entirety of two of the Initial Properties with third-party tenants (and thereby bearing occupancy, rental and other risks associated with the portions of those properties to be subleased to third party tenants for the initial lease terms of 12 and 15 years for those properties), the REIT paid to such Dilawri Tenants an indemnity fee in the aggregate amount of $1,000 at the time of closing of the IPO (amortizable over the term of the leases).

In addition, on October 24, 2017, Dilawri paid the REIT $896 in respect of the recoverable land transfer tax associated with the acquisition of the Initial Properties. The REIT subsequently issued letter of credits to the land transfer tax authority in the amount of approximately $753 to defer the land transfer tax, on behalf of specific members of the Dilawri Group that sold certain of the Initial Properties to the REIT in connection with the IPO. The Dilawri Group held all of the

9,933,253 issued and outstanding Class B LP Units for three years subsequent to the IPO and, accordingly, the LCs are expected to be released. The REIT is working with the applicable tax authorities and Dilawri to secure the release of the LCs.

For additional information on related party agreements and arrangements with Dilawri, please refer to the REIT's AIF, which can be found on the SEDAR website at www.sedar.com and on the REIT's website www.automotivepropertiesreit.ca.

Administration Agreement

Pursuant to the Administration Agreement, Dilawri has agreed to provide, or cause to be provided, if and as requested by the REIT and, in each case, subject to the overriding supervision and direction of the Trustees, the REIT with:

i. the REIT's President and Chief Executive Officer, Chief Financial Officer and Corporate Secretary, as approved by the REIT;

ii. certain administrative and other support services, including assisting the President and Chief Executive Officer and the Chief Financial Officer and Corporate Secretary with the standard functions of a public company, including financial reporting, investor relations, quarterly conference calls, ongoing disclosure obligations, Unitholder correspondence, annual and special meetings of the Unitholders, compliance with the Declaration of Trust and providing office space for the REIT; and

iii. such other services as may from time to time be agreed in writing by the REIT and Dilawri for which Dilawri will be compensated on terms to be agreed prior to the provision of such services.

Subject to certain exceptions, Dilawri provided these services to the REIT on a cost-recovery basis, reflecting Dilawri's actual costs in providing such services. The REIT will reimburse Dilawri for costs incurred in connection with the provision of the above services so long as such costs are identified in the then current annual budget of the REIT or are otherwise approved by the REIT.

The term of the Administration Agreement is for five years commencing on closing of the IPO and will be automatically renewed for further one-year terms. The REIT's independent Trustees may terminate the Administration Agreement in part in respect of one or more particular services, in each case, upon 90 days' prior written notice, without payment of any termination fees. As part of any termination of the Administration Agreement, the REIT will be permitted to solicit employees of the Dilawri Group who provide services to the REIT under the Administration Agreement.

General and administrative expenses include $235 and $784 for Q3 2019 and YTD 2019, respectively, (Q3 2018 – $247, YTD 2018 – $781) paid by the REIT to Dilawri pursuant to the Administration Agreement.

Strategic Alliance Agreement

In connection with the IPO, the REIT and Dilawri entered into the Strategic Alliance Agreement which establishes a preferential and mutually beneficial business and operating relationship between the REIT and the Dilawri Group. The Strategic Alliance agreement will be in effect so long as the Dilawri Organization and the applicable transferors of the Initial Properties own, control or direct, in the aggregate, an effective interest of at least 10% (on a fully-diluted basis) in the REIT. Among other things, the Strategic Alliance Agreement provides the REIT with the first right to purchase REIT-Suitable Properties (as defined in the Strategic Alliance Agreement) in Canada or the United States acquired or developed by the Dilawri Group. The purchase price in respect of a REIT-Suitable Property will be mutually agreed by the REIT and Dilawri at the applicable time and supported by an independent appraisal report. Pursuant to the Strategic Alliance Agreement, the REIT acquired the following investment properties in 2019 and 2018:

- On September 19, 2019, the REIT acquired the Audi Queensway property from a member of the Dilawri Group for approximately $36,500 and leased it to a Dilawri Tenant.
- On June 19, 2018, the REIT acquired the Country Hills property from a member of the Dilawri Group for approximately $18,000 and leased it to a Dilawri Tenant.

SECTION 9 − OUTLOOK

Management believes, that there will be a decline in new vehicle sales for 2019 based on (i) industry analysts' projections and (ii) a reported decline in new vehicle sales of 3.9% for the eight months ended August 31, 2019 as compared to August 31, 2018 *(Source: Statistics Canada)*. However, new vehicle sales represent only a portion of overall dealer profitability. Automotive dealerships also typically generate a significant amount of profit from used vehicle sales, service and parts, and finance and insurance. The Canadian automotive retail industry is a large and stable business with a track record of long-term growth. According to Statistics Canada, overall automotive retail industry sales totaled a record $162 billion in 2018 (up 4% from $156 billion in 2017), representing approximately 27% of Canada's overall retail sales of products and merchandise. Over the last 20 years, Canadian automobile retail sales grew at a compound annual rate of 4.7%. Calendar year 2018 represented the second highest year for sales of new automobiles, with a slight decline of 2.0% to 2,035,732 units, compared to 2,076,970 units for 2017 *(Source: Statistics Canada).*

Diversification of brand and geography remain important, as some brands continue to gain market share while certain brands are experiencing sales deterioration. Acquisitions will be made on a selective basis and generally funded through debt financing and timely equity offerings. The overall Canadian automotive retail fundamentals support the ability of the automobile dealership tenants and their parent companies within the REIT's portfolio to meet their current lease obligations and the annual rent escalators in place.

As the only publicly traded Canadian real estate entity focused on owning automotive dealership properties, the REIT provides a unique opportunity for automotive dealership owners to monetize the real estate underlying their dealerships while retaining ownership and control of their core automotive dealership businesses. This provides dealership owners with liquidity to advance their individual strategic objectives, whether it be succession planning, directly investing in upgrading their dealerships, or facilitating acquisitions in this period of industry consolidation. The Canadian automotive dealership industry is highly fragmented, and the REIT expects consolidation will continue due to increased industry sophistication and growing capital requirements for owner operators, which encourages them to pursue increased economies of scale.

The REIT is well positioned to acquire additional properties on an accretive basis given management's transaction experience, increasing awareness of the REIT in the automotive dealership community and the REIT's ability to access the capital markets for funding.

SECTION 10 – OTHER DISCLOSURES

Commitments and Contingencies

In conjunction with the IPO, the REIT and Dilawri entered into the Administration Agreement which covers various operational and administrative services to be provided to the REIT by Dilawri on a cost-recovery basis. The Administration Agreement has a term of five years from the closing of the IPO and will be automatically renewed for successive one-year terms, subject to certain termination rights set out in the agreement.

The REIT, as lessee, is committed under long term land and other leases that are classified as a liability to make lease payments with minimum annual rental commitments as follows:

Within 1 year	$595
After 1 year, but not more than 5 years	2,422
More than 5 years	4,428
Total	$7,445

The REIT has also committed to pay approximately $1,300 in other costs in relation to the construction of the Tesla KW property.

Disclosure Controls and Internal Controls over Financial Reporting

The REIT's certifying officers have designed a system of disclosure controls and procedures ("DC&P") to provide reasonable assurance that (i) material information relating to the REIT, including its consolidated subsidiaries, is made known to them by others; and (ii) information required to be disclosed by the REIT in its annual filings, interim filings and other reports filed or submitted by the REIT under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. Also, the REIT's certifying officers have designed a system of internal controls over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

There have been no changes to the REIT's ICFR during Q3 2019 that have materially affected, or are reasonably likely to materially affect, the REIT's ICFR.

Management recognizes that any controls and procedures no matter how well designed and operated, can only provide reasonable assurance and not absolute assurance of achieving the desired control objectives. In the unforeseen event that lapses in the disclosure or internal controls and procedures occur and/or mistakes happen, the REIT intends to take whatever steps are necessary to minimize the consequences thereof.

Consistent with National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*, the REIT has filed certificates on Form 52-109F2.

SECTION 11 – QUARTERLY RESULTS OF OPERATIONS

The following is a summary of selected consolidated financial information for each of the eight most recently completed quarters:

($ thousands except where otherwise indicated)	**Third Quarter 2019**	Second Quarter 2019	First Quarter 2019	Fourth Quarter 2018	Third Quarter 2018	Second Quarter 2018	First Quarter 2018	Fourth Quarter 2017
Number of Properties	**61**	60	57	54	42	40	39	39
GLA (sq. ft.)	**2,296,780**	2,231,233	2,139,512	2,024,877	1,665,460	1,467,568	1,425,212	1,425,212
Rental revenue	**17,349**	16,425	15,684	13,741	11,834	11,373	11,306	10,856
Net Operating Income	**14,667**	13,972	13,571	11,493	9,993	9,659	9,600	9,188
Net Income (Loss)	**1,054**	8,436	(17,882)	13,666	5,675	5,317	14,492	6,594
Net Income (Loss) per unit – basic(i)	**0.027**	0.264	(0.564)	0.442	0.213	0.203	0.554	0.252
Net Income (Loss) per unit – diluted(ii)	**0.026**	0.262	(0.561)	0.440	0.212	0.202	0.552	0.251
FFO per unit – basic(iii)	**0.247**	0.274	0.270	0.235	0.250	0.253	0.255	0.238
FFO per unit – diluted(iv)	**0.246**	0.272	0.269	0.234	0.249	0.252	0.254	0.237
AFFO per unit – basic(iii), (v)	**0.226**	0.248	0.245	0.211	0.222	0.223	0.224	0.209
AFFO per unit – diluted(iv), (v)	**0.224**	0.247	0.243	0.210	0.220	0.222	0.224	0.209
AFFO payout ratio(v)	**89.7%**	81.4%	82.7%	95.7%	91.4%	90.7%	89.7%	96.2%
Distribution declared per unit	**0.201**	0.201	0.201	0.201	0.201	0.201	0.201	0.201
Weighted average Units – basic	**39,729,805**	31,993,541	31,729,805	30,898,283	26,629,805	26,212,622	26,149,253	26,149,053
Weighted average Units – diluted	**39,981,885**	32,238,171	31,898,661	31,057,609	26,780,847	26,355,338	26,232,967	26,226,225
Total assets	**871,762**	862,580	800,014	766,239	641,630	580,865	555,301	547,606
Debt to GBV	**49.6%**	49.7%	56.3%	54.7%	53.1%	49.1%	48.7%	48.5%
Debt service coverage	**1.6X**	1.6X	1.6x	1.8X	1.8X	2.5X	1.9x	1.9x

Notes:

(i) Net Income (Loss) per Unit – basic is calculated in accordance with IFRS by dividing the Net Income (Loss) by the amount of the weighted average number of outstanding REIT Units and Class B LP Units.

(ii) Net Income (Loss) per Unit – diluted is calculated in accordance with IFRS by dividing the Net Income (Loss) by the amount of the weighted average number of outstanding REIT Units, Class B LP Units, DUs and IDUs granted as at September 30, 2019, to certain Trustees and management.

(iii) The FFO and AFFO per Unit – basic is calculated by using the weighted-average number of outstanding REIT Units and Class B LP Units. The FFO and AFFO per Unit basic comparable numbers were adjusted in accordance with the Real Property Association of Canada's White Paper on Funds from Operations & Adjusted Funds from Operations for IFRS issued in February 2019.

(iv) The FFO and AFFO per Unit – diluted is calculated by using the weighted-average number of outstanding REIT Units, Class B LP Units, DUs and IDUs granted as at September 30, 2019. The FFO and AFFO per Unit diluted comparable numbers were adjusted in accordance with the Real Property Association of Canada's White Paper on Funds from Operations & Adjusted Funds from Operations for IFRS issued in February 2019.

(v) Comparative figures have been adjusted to reflect the change to the calculation of AFFO (being the inclusion of capital expenditures reserve and the elimination of the addback of non-cash unit-based compensation expenses).

The increase in rental revenue and NOI is primarily attributable to the thirty-four property acquisitions completed since the REIT's IPO. The net income (loss) is also impacted by the fluctuations in fair value adjustments of Class B LP Units, investment properties and interest rate swaps.

SECTION 12 – RISKS & UNCERTAINTIES, CRITICAL JUDGEMENTS & ESTIMATES

The risks inherent in the REIT's business are identified in the REIT's Management's Discussion and Analysis for the year ended December 31, 2018 (the "Annual MD&A") and in its current Annual Information Form, all of which remain unchanged at the date of this MD&A and are available at www.sedar.com.

Automotive Properties Real Estate Investment Trust
Condensed Consolidated Interim Financial Statements

For the period ended September 30, 2019

Automotive Properties REIT
Condensed Consolidated Interim Balance Sheets (Unaudited)

(in thousands of Canadian dollars)	Note	As at September 30, 2019	As at December 31, 2018
ASSETS			
Cash and cash equivalents		$156	$295
Prepaid expenses and other assets	**5**	2,189	1,946
Investment properties	**4**	869,417	763,998
Total assets		**$871,762**	**$766,239**
LIABILITIES AND UNITHOLDERS' EQUITY			
Liabilities:			
Accounts payable and accrued liabilities	**7**	$17,488	$5,606
Credit facilities and mortgages payable	**6**	422,123	416,872
Interest rate swaps	**6**	11,410	1,114
Deferred Units and Income Deferred Units	**10**	2,017	1,072
Class B LP Units	**9**	110,160	89,101
Total liabilities		563,198	513,765
Unitholders' equity		308,564	252,474
Total liabilities and unitholders' equity		**$871,762**	**$766,239**

See accompanying notes to the condensed consolidated interim financial statements.

Approved on behalf of the Board of Trustees

"Louis Forbes"

Louis Forbes
Trustee, Audit Committee Chair

"John Morrison"

John Morrison
Trustee, Lead Independent

Automotive Properties REIT
Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss) (Unaudited)

(in thousands of Canadian dollars)	**Note**	**Three months ended September 30,** **2019**	2018	**Nine months ended September 30,** **2019**	2018
Net Property Income					
Rental revenue from investment properties	**11**	**$17,349**	$11,834	**$49,458**	$34,513
Property costs	**11**	**(2,682)**	(1,841)	**(7,248)**	(5,261)
Net Operating Income		**14,667**	9,993	**42,210**	29,252
Other Income (Expenses)					
General and administrative expenses		**(733)**	(676)	**(2,203)**	(1,945)
Interest expense and other financing charges		**(4,098)**	(2,651)	**(12,741)**	(7,334)
Fair value adjustment on interest rate swaps	**6**	**192**	2,004	**(10,297)**	2,881
Distribution expense on Class B LP Units	**8**	**(1,997)**	(1,997)	**(5,991)**	(5,991)
Fair value adjustment on Class B LP Units and Deferred Units	**9, 10**	**(7,559)**	(2,453)	**(21,255)**	2,261
Fair value adjustment on investment properties	**4**	**582**	1,455	**1,884**	6,360
Net Income (Loss) and Comprehensive Income (Loss)		**$1,054**	$5,675	**$(8,393)**	$25,484

See accompanying notes to the condensed consolidated interim financial statements.

Automotive Properties REIT
Condensed Consolidated Interim Statements of Changes in Unitholders' Equity (Unaudited)

For the nine months ended September 30, 2019
(in thousands of Canadian dollars)

	Note	Trust Units	Cumulative Net Income	Cumulative Distributions to Unitholders	Total
Unitholders' Equity at December 31, 2018		**$212,334**	**$77,637**	**$(37,497)**	**$252,474**
Issuance of Units	**9**	79,771	-	-	79,771
Net Loss		-	(8,393)	-	(8,393)
Distributions	**8**	-	-	(15,288)	(15,288)
Unitholders' Equity at September 30, 2019		**$292,105**	**$69,244**	**$(52,785)**	**$308,564**

For the nine months ended September 30, 2018
(in thousands of Canadian dollars)

	Note	Trust Units	Cumulative Net Income	Cumulative Distributions to Unitholders	Total
Unitholders' Equity at December 31, 2017		**$154,933**	**$38,487**	**$(23,209)**	**$170,211**
Issuance of Units	**9**	4,985	-	-	4,985
Net Income		-	25,484	-	25,484
Distributions	**8**	-	-	(9,907)	(9,907)
Unitholders' Equity at September 30, 2018		**$159,918**	**$63,971**	**$(33,116)**	**$190,773**

See accompanying notes to the condensed consolidated interim financial statements.

Automotive Properties REIT
Condensed Consolidated Interim Statements of Cash Flow (Unaudited)

(in thousands of Canadian dollars)	**Note**	**Three months ended September 30, 2019**	2018	**Nine months ended September 30, 2019**	2018
OPERATING ACTIVITIES					
Net income (loss)		**$1,054**	$5,675	**$(8,393)**	$25,484
Straight-line rent		**(787)**	(715)	**(2,286)**	(2,222)
Non-cash compensation expense		**241**	165	**664**	480
Fair value adjustment on interest rate swaps		**(192)**	(2,004)	**10,297**	(2,881)
Distributions expense on Class B LP Units		**1,997**	1,997	**5,991**	5,991
Fair value adjustment on Class B LP Units and Deferred Units		**7,559**	2,453	**21,255**	(2,261)
Fair value adjustment on investment properties		**(582)**	(1,455)	**(1,884)**	(6,360)
Interest expense and other charges		**3,934**	2,531	**12,227**	7,036
Financing fees		**164**	120	**514**	298
Amortization of other assets		**41**	18	**113**	55
Change in non-cash operating accounts	**17**	**(1,570)**	449	**(1,332)**	954
Cash Flow from operating activities		**11,859**	9,234	**37,166**	26,574
INVESTING ACTIVITIES					
Acquisitions of investment properties		**(33,038)**	(56,509)	**(88,591)**	(72,086)
Development activities		**-**	(66)	**(151)**	(6,117)
Cash Flow used in investing activities		**(33,038)**	(56,575)	**(88,742)**	(78,203)
FINANCING ACTIVITIES					
Proceeds from Credit Facilities and Mortgages		**19,800**	58,347	**61,604**	82,250
Principal repayment on Credit Facilities and Mortgages		**(16,581)**	(2,821)	**(56,508)**	(6,703)
Interest paid		**(3,939)**	(2,503)	**(11,974)**	(6,996)
Financing fees paid		**(2)**	(329)	**(272)**	(956)
Repayment on lease liability		**(122)**	-	**(441)**	-
Issuance of Units, net of costs		**-**	-	**79,771**	(15)
Distributions to REIT unitholders and Class B LP unitholders		**(7,986)**	(5,353)	**(20,743)**	(15,866)
Cash Flow from (used in) financing activities		**(8,830)**	47,341	**51,437**	51,714
Net increase (decrease) in cash and cash equivalents during the period		**(30,009)**	-	**(139)**	85
Cash and cash equivalents, beginning of period		**30,165**	312	**295**	227
Cash and cash equivalents, end of period		**$156**	$312	**$156**	$312
Supplemental cash flow information					
Issuance of units on acquisition of investment property (Note 3)		$-	$-	$-	$5,000

See accompanying notes to the condensed consolidated interim financial statements.

1. NATURE OF OPERATIONS

Automotive Properties Real Estate Investment Trust (the "REIT") is an unincorporated, open-ended real estate investment trust existing pursuant to a declaration of trust dated June 1, 2015, as amended and restated on July 22, 2015 (the "Declaration of Trust") under, and governed by, the laws of the Province of Ontario. The REIT was formed primarily to own income-producing automotive dealership properties located in Canada. The principal, registered and head office of the REIT is located at 133 King Street East, Suite 300, Toronto, Ontario M5C 1G6. The REIT's trust units ("Units") are listed on the Toronto Stock Exchange and are traded under the symbol "APR.UN".

893353 Alberta Inc. ("Dilawri") is a privately held corporation, which, together with certain of its affiliates, held an approximate 26.2% effective interest in the REIT as at September 30, 2019, through the ownership, direction or control of all of the Class B limited partnership units ("Class B LP Units") of Automotive Properties Limited Partnership, the REIT's operating subsidiary (the "Partnership"), and 480,552 Units. The Class B LP Units are economically equivalent to, and exchangeable for, Units. Dilawri and its affiliates, other than its shareholders and controlling persons, are referred to herein as the "Dilawri Group".

The REIT commenced operations on July 22, 2015 following completion of an initial public offering of Units (the "IPO"). In connection with the completion of the IPO, the REIT indirectly acquired a portfolio of 26 commercial properties from certain members of the Dilawri Group (the "Initial Properties") and leased the Initial Properties to the applicable member of the Dilawri Group (collectively, and including members of the Dilawri Group that became tenants at a REIT property after the IPO, the "Dilawri Tenants").

As at September 30, 2019, the REIT owned a portfolio of 61 income-producing commercial properties. The properties are located in metropolitan areas across British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and Quebec, totaling approximately 2.3 million square feet of gross leasable area. The Dilawri Tenants are the REIT's major tenant, occupying 35 of the REIT's 61 income-producing commercial properties.

The subsidiaries of the REIT included in the REIT's consolidated financial statements include the Partnership and Automotive Properties REIT GP Inc.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

The unaudited condensed consolidated interim financial statements of the REIT are prepared in accordance with International Accounting Standard ("IAS") 34 — *Interim Financial Reporting*, as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed consolidated interim financial statements should be read in conjunction with the REIT's audited annual consolidated financial statements as at and for the year ended December 31, 2018 and the accompanying notes thereto. These condensed consolidated interim financial statements do not include all the information required for full financial statements prepared in accordance with International Financial Reporting Standards ("IFRS").

These condensed consolidated interim financial statements were approved and authorized for issuance by the Board of Trustees of the REIT (the "Board") on November 14, 2019.

(b) Basis of Presentation

The condensed consolidated interim financial statements of the REIT have been prepared using the historical cost basis except for the following items that were measured at fair value:

- investment properties as described in note 4;
- interest rate swaps as described in note 6;
- Class B LP Units which are exchangeable for Units at the option of the holder as described in note 9; and
- Deferred Units ("DUs") and Income Deferred Units ("IDUs") which are exchangeable for Units in accordance with their terms as described in note 10.

The condensed consolidated interim financial statements are presented in Canadian dollars, the REIT's functional and reporting currency.

(c) Basis of Consolidation

The consolidated financial statements include the accounts of the REIT and the other entities that the REIT controls in accordance with IFRS 10 — *Consolidated Financial Statements*. Control requires exposure or rights to variable returns and the ability to affect those returns through power over an investee. All intercompany transactions and balances have been eliminated on consolidation.

(d) Significant accounting policies

The accounting policies applied by the REIT in these condensed consolidated interim financial statements are the same as those applied by the REIT in its audited consolidated financial statements as at and for the year ended December 31, 2018, except for the new accounting standard, IFRS 16 – *Leases* ("IFRS 16"), which was applied on January 1, 2019 as noted below:

IFRS 16 — *Leases:*

The REIT adopted IFRS 16 on January 1, 2019 on a modified retrospective basis. In January 2016, the IASB issued IFRS 16 which replaces IAS 17 — *Leases* and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice.

The REIT is the lessee for two land leases and one office lease, which are in the scope of IFRS 16 and, as at January 1, 2019, the REIT recognized right-of-use assets and lease liabilities of $7,694. For all leases for which the REIT is a lessee of investment properties, the right-of-use assets have been measured at fair value with no straight line depreciation and classified as investment property at the date of initial application on January 1, 2019. The office lease right-of-use asset is recognized in prepaid expenses and other assets and IFRS 16 replaces the straight-line operating lease expense with a depreciation charge presented in the general and administrative expense. Lease-related expenses previously recorded in property costs were recorded as a fair value adjustment on investment properties recorded in the condensed consolidated interim statements of income (loss) and comprehensive income (loss). Lease liabilities were discounted at the REIT's incremental borrowing rate as at January 1, 2019.

The REIT elected the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- Applied IFRS 16 only to contracts that were previously identified as leases;
- Excluded initial direct costs from measuring right-of-use assets; and
- Used hindsight when determining the lease term if the contract contains options to extend or terminate the lease.

3. ACQUISITIONS

On March 29, 2019, the REIT acquired the real estate underlying two automotive dealership properties located in Winnipeg, Manitoba, for approximately $23,950 plus capital improvement costs of $245 and acquisition costs of $685. The acquisition consists of two full-service automotive dealership properties totaling 96,135 square feet of gross leasable area.

On June 25, 2019, the REIT acquired the real estate underlying three automotive dealership properties located in Guelph, Ontario and Abbotsford, British Columbia for approximately $30,400 plus acquisition costs of $518. The acquisition consists of three full-service automotive dealership properties totaling 91,721 square feet of gross leasable area.

On September 19, 2019, the REIT acquired the real estate underlying an automotive dealership property located in Etobicoke, Ontario for approximately $36,500 plus acquisition costs of $1,556. The REIT paid $31,500 of the total purchase price to the vendor on closing and will receive monthly lease payments from the vendor reflecting the interim purchase price. The $5,000 balance of the purchase price is anticipated to be paid by the end of the fourth quarter of 2019 upon completion by the vendor of certain post-closing obligations. The acquisition consists of a full-service automotive dealership property totaling 65,547 square feet of gross leasable area.

During the year ended December 31, 2018, the REIT completed the following acquisitions:

Property	Location	Date of Acquisition	Total Investment Properties[(1)]
Tesla KW	Kitchener-Waterloo, ON	February 13	$5,541
Frost GM Expansion	Brampton, ON	June 1	$2,008
Country Hills VW	Calgary, AB	June 19	$18,069
BMW Laval & Sherwood Park VW	Laval, QC & Sherwood Park, AB	September 28	$56,509
Brimell Toyota	Scarborough, ON	November 30	$27,182
Mierins Auto Group Portfolio	Ottawa, ON & Kingston, ON	December 12	$103,925
Total Acquisitions			**$213,234**

(1) Includes acquisition costs.

The total purchase price for the above noted properties of $213,234 was comprised of cash consideration in the amount of $57,401 (includes the issuance of 480,552 Units to the vendor, valued at approximately $5,000), the assumption of payables in the amount of $1,285 and debt financing in the amount of $154,548.

4. INVESTMENT PROPERTIES

	Income producing properties[(1)]	Right-of-use assets[(2)]	September 30, 2019	December 31, 2018
Balance, beginning of period	$763,998	$-	$763,998	$543,135
Acquisitions [(3)]	93,854	-	93,854	213,234
Additions	-	7,244	7,244	-
Capitalized interest and other	151	-	151	620
Fair value adjustment on investment properties	2,224	(340)	1,884	4,099
Straight-line rent	2,286	-	2,286	2,910
Balance, end of period	**$862,513**	**$6,904**	**$869,417**	$763,998

(1) Includes the Tesla KW property that became an income producing property in January 2019.
(2) Refers to two land leases.
(3) Includes acquisition costs.

Valuation of Investment Properties

The REIT valued the investment properties using a discounted cash flow approach whereby a current discount rate was applied to the projected net operating income which a property can reasonably be expected to produce in the future. Property under development is measured using both a comparable sales method and a discounted cash flow method, net of costs to complete. The REIT's valuation inputs are supported by quarterly market reports from an independent appraiser which indicate no change in capitalization rates from December 31, 2018. The overall capitalization rate applicable to the entire portfolio remained at 6.6%, which is equivalent to the REIT's overall assessment as at September 30, 2019.

A 25 basis point decrease or increase in capitalization rates would result in an increase or decrease in the fair value of the investment properties of approximately $33,900 or $(31,500), respectively.

Rental Commitments

Minimum rental commitments on non-cancellable tenant operating leases are as follows:

Within 1 year	$58,056
After 1 year, but not more than 5 years	235,211
More than 5 years	545,385
	$838,652

5. PREPAID EXPENSES AND OTHER ASSETS

As at	September 30, 2019	December 31, 2018
Prepaid indemnity fee	**$690**	$746
Right of use assets, net of depreciation	**292**	-
Prepaid other	**1,207**	1,200
	$2,189	$1,946

6. CREDIT FACILITIES AND MORTGAGES PAYABLE

(a) Credit facilities and mortgages consist of:

As at	September 30, 2019	December 31, 2018
Facility 1[(i)]	**$216,510**	$210,347
Facility 2[(ii)]	**101,054**	85,791
Facility 3[(iii)]	**91,438**	95,000
Mortgages[(iv)]	**15,610**	28,376
Total	**$424,612**	$419,514
Financing fees[(v)]	**(2,489)**	(2,642)
	$422,123	$416,872

(i) Facility 1 includes:

A non-revolving loan in the amount of $196,710 (December 31, 2018 – $182,847) bearing interest at the bankers' acceptance ("BA") rate plus 150 basis points ("bps") or the Canadian Prime rate ("Prime") plus 25 bps, maturing in June 2023. The principal is repayable in equal quarterly payments based on a 25 year amortization. The REIT entered into floating-to-fixed interest rate swaps, with remaining terms of 3 to 9 years, which resulted in a weighted average effective interest rate of 3.75% of which $19,404 (December 31, 2018 – $nil) of the non-revolving balance remains at floating rates.

A revolving credit facility in the amount of $30,000 bearing interest at Prime plus 25 bps or BA rate plus 150 bps, maturing in June 2023, of which $19,800 was drawn as at September 30, 2019 (December 31, 2018 – $27,500) and of which $838 was secured for the issuance of irrevocable letters of credit (the "LCs") on October 24, 2017.

(ii) Facility 2 includes:

A non-revolving loan in the amount of $101,054 (December 31, 2018 – $73,991) bearing interest at the BA rate plus 150 bps or Prime plus 25 bps, maturing in June 2024. The principal is repayable in monthly blended payments based on a 20 year amortization. The REIT entered into floating-to-fixed interest rate swaps with remaining terms of 3 to 10 years, which resulted in a weighted average effective interest rate of 3.53% (December 31, 2018 – 3.55%). On June 26, 2019, the REIT entered into a new floating-to-fixed interest rate swap in the amount of $29,704 for a term of 10 years.

A revolving credit facility in the amount of $15,000 bearing interest at Prime plus 25 bps or BA rate plus 150 bps, maturing in June 2024, of which $nil was drawn as at September 30, 2019 (December 31, 2018 – $11,800).

(iii) Facility 3 includes:

A non-revolving loan in the amount of $91,438 (December 31, 2018 – $95,000) bearing interest at the BA rate plus 150 bps or Prime plus 50 bps, maturing in December 2023. The principal is repayable in monthly blended payments based on a 20 year amortization. The REIT entered into floating-to-fixed interest rate swaps with remaining terms of 6 to 9 years, which resulted in a weighted average effective interest rate of 4.05%.

A revolving credit facility in the amount of $30,000 bearing interest at Prime plus 25 bps or BA rate plus 150 bps, maturing in December 2023, of which $nil was drawn as at September 30, 2019 (December 31, 2018 – $nil).

(iv) Mortgages:

The REIT has entered into certain mortgages with Canadian Schedule 1 banks that have interest rates that range from 3.22% to 3.72% and have maturity dates that range from January 2021 to June 2027 (the "Mortgages"). The mortgage in the amount of $12,078 was fully discharged on September 16, 2019. As at September 30, 2019, the weighted average interest rate of the mortgages was 3.52% (December 31, 2018 – 3.51%).

(v) During the nine-month period ended September 30, 2019, the REIT incurred financing fees of $360 (December 31, 2018 – $2,117). The amounts are accounted for using the effective interest method, and $2,489 remains unamortized at September 30, 2019 (December 31, 2018 – $2,642).

The credit facilities described above (the "Credit Facilities") and the Mortgages are secured by the REIT's investment properties, except for the following unencumbered properties: Markham Honda and Ford, Wellington Motors, Guelph Hyundai, Abbotsford VW, and Audi Queensway properties.

Principal repayments are as follows:

Remainder of 2019	$4,512
2020	18,130
2021	23,750
2022	18,156
2023	280,059
Thereafter	80,005
Total	$424,612

(b) Interest Rate Swaps

The REIT entered into interest rate derivative contracts to limit its exposure to fluctuations in the interest rates payable on variable rate financings for Facility 1, Facility 2, and Facility 3. Gains or losses arising from changes in the fair value of the interest rate derivative contracts are recognized in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss) (terms described in Note 6 (a)(i), (ii) and (iii) above).

As at September 30, 2019, the notional principal amount of the interest rate swaps was approximately $370,000 (December 31, 2018 – approximately $352,000) and the fair value adjustment of the interest rate swaps was $192 and $(10,297) for the three- and nine-month periods ended September 30, 2019, respectively, compared to $2,004 and $2,881 for the three- and nine-month periods ended September 30, 2018, respectively. This resulted in a liability balance of $11,410 (December 31, 2018 – $1,114).

7. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of:

As at	September 30, 2019	December 31, 2018
Accounts payable and accrued liabilities	**$6,988**	$3,057
Accrued interest	**393**	423
Distributions payable (Note 8)	**2,662**	2,126
Lease liability (Note 2(d))	**7,445**	-
	$17,488	$5,606

As at September 30, 2019, the REIT, as lessee, is committed under long term land and other leases that are classified as a liability to make lease payments with minimum annual rental commitments as follows (not including imputed interest costs):

Within 1 year	$595
After 1 year, but not more than 5 years	2,422
More than 5 years	4,428
Total	$7,445

8. DISTRIBUTIONS

	Three months ended September 30, 2019			Three months ended September 30, 2018		
	Units	**Class B LP Units**	**Total**	Units	Class B LP Units	Total
Paid in Cash	**$5,989**	**$1,997**	**$7,986**	$3,356	$1,997	$5,353
Declared	**5,989**	**1,997**	**7,986**	3,356	1,997	5,353
Payable as at period end	**1,996**	**666**	**2,662**	1,119	666	1,785

	Nine months ended September 30, 2019			Nine months ended September 30, 2018		
	Units	**Class B LP Units**	**Total**	Units	Class B LP Units	Total
Paid in Cash	**$14,752**	**$5,991**	**$20,743**	$9,875	$5,991	$15,866
Declared	**15,288**	**5,991**	**21,279**	9,907	5,991	15,898
Payable as at period end	**1,996**	**666**	**2,662**	1,119	666	1,785

9. UNITHOLDERS' EQUITY AND CLASS B LP UNITS

Units

The REIT is authorized to issue an unlimited number of Units.

Each Unit is transferable and represents an equal, undivided beneficial interest in the REIT and any distributions from the REIT, whether of net income, net realized capital gains (other than such gains allocated and distributed to redeeming holders of Units ("Unitholders")) or other amounts and, in the event of the termination or winding-up of the REIT, in the net assets of the REIT remaining after satisfaction of all liabilities. All Units rank equally among themselves without discrimination, preference or priority and entitle the holder thereof to receive notice of, to attend and to one vote at all meetings of Unitholders and holders of Special Voting Units (as defined below) or in respect of any written resolution thereof.

Unitholders are entitled to receive distributions from the REIT (whether of net income, net realized capital gains or other amounts) if, as and when declared by the Board. Upon the termination or winding-up of the REIT, Unitholders will participate equally with respect to the distribution of the remaining assets of the REIT after payment of all liabilities. Such distribution may be made in cash, as a distribution in kind, or both, all as the Board in its sole discretion may determine.

Units have no associated conversion or retraction rights. No person is entitled, as a matter of right, to any pre-emptive right to subscribe for or acquire any Unit, except for Dilawri as set out in the Exchange Agreement entered into on closing of the IPO between the REIT and certain members of the Dilawri Group, pursuant to which such members of the Dilawri Group have been granted, among other things, certain rights to participate in future offerings of the REIT.

Class B LP Units

In conjunction with the IPO, and as partial consideration for the Initial Properties, the REIT, through the Partnership, issued Class B LP Units to certain members of the Dilawri Group. Each Class B LP Unit is exchangeable at the option of the holder for one Unit (subject to certain anti-dilution adjustments), is accompanied by a special voting unit (a

"Special Voting Unit") (which provides the holder with that number of votes at any meeting of Unitholders to which a holder of the number of Units that may be obtained upon the exchange of the Class B LP Unit to which such Special Voting Unit is attached would be entitled), and will receive distributions of cash from the Partnership equal to the distributions to which a holder of the number of Units that may be obtained upon the exchange of the Class B LP Unit to which such Special Voting Unit is attached would be entitled.

For the nine months ended September 30, 2019

	Units	Amount
Units, beginning of period	21,796,552	$212,334
Units issued, net of costs	8,000,000	79,771
Total Units, end of period	**29,796,552**	**292,105**
Class B LP Units, beginning of period	9,933,253	$89,101
Fair value adjustment on Class B LP Units	-	21,059
Total Class B LP Units, end of period	**9,933,253**	**$110,160**
Total Units and Class B LP Units, end of period	**39,729,805**	**$402,265**

For the year ended December 31, 2018

	Units	Amount
Units, beginning of year	16,216,000	$154,933
Units issued, net of costs	5,580,552	57,401
Total Units, end of year	**21,796,552**	**$212,334**
Class B LP Units, beginning of year	9,933,253	$108,372
Fair value adjustment on Class B LP Units	-	(19,271)
Total Class B LP Units, end of year	**9,933,253**	**$89,101**
Total Units and Class B LP Units, end of year	**31,729,805**	**$301,435**

10. UNIT BASED-COMPENSATION

The REIT offers an Equity Incentive Plan (the "Plan") whereby DUs may be granted to eligible participants under the Plan (each, a "Participant") on a discretionary basis by the Governance, Compensation and Nominating Committee of the Board. The maximum number of Units available for issuance under the Plan is 1,000,000. Each DU is economically equivalent to one Unit, however, under no circumstances shall DUs be considered Units nor entitle a Participant to any rights as a Unitholder, including, without limitation, voting rights or rights on liquidation. Each DU shall receive a distribution of additional IDUs equal to the amount of distributions paid per Unit by the REIT on its Units. Upon vesting of the DUs and IDUs, a Participant may elect, prior to the expiry of such DU or IDU, to exchange such vested DUs and IDUs (subject to satisfaction of any applicable withholding taxes) for an equal number of Units. The holder of such DUs and IDUs cannot settle the DUs and IDUs for cash.

Under the Plan, the fair value of the DUs and IDUs is recognized as compensation expense over the vesting period. Fair value is determined with reference to the market price of the Units.

The Units are redeemable at the option of the holder and are considered puttable instruments in accordance with IAS 32 — *Financial instruments: presentation* ("IAS 32"). As the exemption under IAS 32 does not apply to IFRS 2 — *Share based payments*, the DUs and IDUs are accounted for as a liability. The deferred unit liability is adjusted to reflect the change in their fair value at each reporting period with the changes in fair value recognized as compensation expense.

During the nine months ended September 30, 2019, the REIT accrued for short-term incentive awards in the amount of $259 which will be settled by the granting of DUs (September 30, 2018 – $217).

Certain independent trustees of the REIT elected to receive board and committee fees in the form of DUs. The fair value of each DU granted is measured based on the volume-weighted average trading price of the Units for the five trading days immediately preceding the grant date. A summary of DUs and IDUs outstanding under the Plan is outlined below:

	As at September 30, 2019		As at December 31, 2018	
	Units	**Amount**	Units	Amount
Outstanding DUs and IDUs, beginning of period	**119,417**	**$1,072**	59,088	$645
DUs	**60,082**	**644**	52,538	537
IDUs	**10,333**	**105**	7,791	82
Fair value adjustments	**-**	**196**	-	(192)
Outstanding DUs and IDUs, end of period (1)	**189,832**	**$2,017**	119,417	$1,072

(1) For the nine-month period ended September 30, 2019, a total of 95,087 DUs and IDUs were granted, of which 36,193 DUs and IDUs will be accounted for in accordance with the vesting schedule.

11. RENTAL REVENUE AND PROPERTY COSTS

(a) Rental Revenue

For the three months ended September 30,	**2019**	2018
Base rent	**$13,880**	$9,452
Property tax recoveries	**2,682**	1,642
Straight line rent adjustment	**787**	740
Rental revenue	**$17,349**	$11,834

For the nine months ended September 30,	**2019**	2018
Base rent	**$39,924**	$27,492
Property tax recoveries	**7,248**	4,723
Straight line rent adjustment	**2,286**	2,298
Rental revenue	**$49,458**	$34,513

(b) Property Costs

For the three months ended September 30,	**2019**	2018
Property tax expense	**$2,682**	$1,672
Land lease	**-**	144
Straight line land lease adjustment	**-**	25
Property cost	**$2,682**	$1,841

For the nine months ended September 30,	**2019**	2018
Property tax expense	**$7,248**	$4,753
Land lease	**-**	432
Straight line land lease adjustment	**-**	76
Property cost	**$7,248**	$5,261

Two of the Initial Properties are subject to land leases. In 2018, land lease expense included straight line rent on the land leases over the expected lease term and recoverable realty taxes that was paid by the REIT. In 2019, the REIT adopted IFRS 16. For a description of the resulting changes, see note 2, subsection (d) - “significant accounting policies”.

12. SEGMENT INFORMATION

All of the REIT’s assets and liabilities are in, and its revenues are derived from, the Canadian real estate industry segment. The REIT’s investment properties are, therefore, considered by management to have similar economic characteristics.

13. CAPITAL MANAGEMENT

The REIT defines its capital as the aggregate of Unitholders’ equity, Class B LP Units, Credit Facilities and Mortgages which, as at September 30, 2019, totaled $840,847 (December 31, 2018 – $758,447). The REIT is free to determine the appropriate level of capital in the context of its cash flow requirements, overall business risks and potential business opportunities. The REIT will make adjustments to its capital based on its investment strategies and changes to economic conditions.

In order to maintain or adjust its capital structure, the REIT may increase or decrease the amount of distributions paid to Unitholders, issue new Units and debt, or repay debt. The REIT manages its capital structure with the objective of:

- complying with the guidelines set out in its Declaration of Trust;
- complying with debt covenants;
- ensuring sufficient liquidity is available to support its financial obligations and to execute its operating and strategic plans;
- maintaining financial capacity and flexibility through access to capital to support future growth; and
- minimizing its cost of capital while taking into consideration current and future industry, market and economic risks and conditions.

The REIT has certain key financial covenants in its Credit Facilities and Mortgages, including debt service ratios and leverage ratios, as defined in the respective agreements. These ratios are measured by the REIT on an ongoing basis to ensure compliance with the agreements. As at September 30, 2019, the REIT was in compliance with each of the covenants under these agreements.

14. FAIR VALUES AND FINANCIAL INSTRUMENT RISK MANAGEMENT

The fair value of the REIT’s financial assets and financial liabilities, except as noted below, approximate their carrying values due to their short-term nature. References to “FVTPL” refer to the fair value through profit or loss.

The following table provides the classification and measurement of financial assets and liabilities as at September 30, 2019:

Financial Assets/(Liabilities)	**Classification/ Measurement**	**Carrying Value**	**Fair Value**
Credit Facilities and Mortgages Payable	Amortized Cost	$(422,123)	$(424,612)
Interest Rate Swaps	FVTPL	(11,410)	(11,410)
Class B LP Units	FVTPL	(110,160)	(110,160)
DUs and IDUs	FVTPL	(2,017)	(2,017)
		$(545,710)	**$(548,199)**

The following table provides the classification and measurement of financial assets and liabilities as at December 31, 2018:

Financial Assets/(Liabilities)	Classification/ Measurement	Carrying Value	Fair Value
Credit Facilities and Mortgages Payable	Amortized Cost	$(416,872)	$(419,514)
Interest Rate Swaps	FVTPL	(1,114)	(1,114)
Class B LP Units	FVTPL	(89,101)	(89,101)
DUs and IDUs	FVTPL	(1,072)	(1,072)
		$(508,159)	**$(510,801)**

The REIT uses various methods to estimate the fair values of assets and liabilities that are measured at fair value on a recurring or non-recurring basis in the statement of financial position after initial recognition. The fair value hierarchy reflects the significance of inputs used in determining the fair values.

- Level 1 – quoted prices in active markets for identical assets and liabilities;
- Level 2 – inputs other than quoted prices in active markets or valuation techniques where significant inputs are based on observable market data; and
- Level 3 – valuation technique for which significant inputs are not based on observable market data.

The following summarizes the significant methods and assumptions used in estimating the fair value of the REIT's assets and liabilities measured at fair value:

(i) Investment Properties

The REIT assessed the valuation of the investment properties using a discounted cash flow approach whereby a current discount rate was applied to the projected net operating income which a property can reasonably be expected to produce in the future. The fair value of investment properties as at September 30, 2019 is $869,417 (December 31, 2018 – $763,998) (Level 3).

(ii) Credit Facilities and Mortgages

The fair value of the REIT's Credit Facilities and Mortgages is determined based on the present value of future payments, discounted at the yield on Government of Canada bonds, plus an estimated credit spread at the reporting date for a comparable loan (Level 2).

(iii) Interest Rate Swaps

The fair value of the REIT's interest rate swaps which represents a liability balance as at September 30, 2019 is $11,410 (December 31, 2018 – $1,114). The fair value of an interest rate swap is determined using rates unobservable in the market (Level 2).

(iv) Class B LP Units

The fair value of the Class B LP Units as at September 30, 2019 is $110,160 (December 31, 2018 – $89,101). The fair value of the Class B LP Units is based on the traded value of the Units as at September 30, 2019 (Level 1).

(v) DUs and IDUs

The fair value of the DUs and IDUs as at September 30, 2019 is $2,017 (December 31, 2018 – $1,072). The fair value of the DUs and IDUs is based on the traded value of the Units as at September 30, 2019 (Level 1).

Financial Risk Management

The REIT's activities expose it to a variety of financial risks. The main risks arising from the REIT's financial instruments are market and liquidity risks. The following is a description of those risks and how the exposures are managed:

Market Risk

The REIT is exposed to market risk as a result of changes in factors such as interest rates and the market price of the Units.

Interest Rate Risk - The majority of the REIT's debt is financed with floating rates. Interest rate swaps (with maturities staggered over 10 years) have been entered into to mitigate interest rate fluctuations, thereby mitigating the exposure to changes in interest rates.

Unit Price Risk - The REIT is exposed to Unit price risk as a result of the issuance of Class B LP Units. Class B LP Units are recorded at their fair value based on market trading prices. Class B LP Units negatively impact net income (loss) when the Unit price rises and positively impact net income (loss) when the Unit price declines.

Liquidity Risk

Liquidity risk arises from the possibility of an inability to renew maturing debt or not having sufficient capital available to the REIT. Mitigation of liquidity risk is discussed above in Note 13 - Capital Management. A significant portion of the REIT's assets have been pledged as security under the REIT's Credit Facilities and Mortgages. Certain of the Credit Facilities allow for the extension of term in advance of expiration.

15. COMMITMENTS AND CONTINGENCIES

In conjunction with the IPO, the REIT and Dilawri entered into an Administration Agreement which covers various operational and administrative services to be provided to the REIT by Dilawri on a cost-recovery basis. The Administration Agreement has a term of 5 years from the closing of the IPO and will be automatically renewed for successive one-year terms, subject to certain termination rights set out in the Administration Agreement.

The REIT has also committed to pay approximately $1,300 in other costs in relation to the construction of the Tesla KW property.

16. RELATED PARTY TRANSACTIONS

The REIT's independent trustees approve all related party transactions in accordance with the Related Party Transaction Policy adopted by the Board. The Dilawri Tenants are the REIT's major tenant and accounted for approximately 59.9% and 61.9% of the REIT's rental income for the three- and nine-month periods ended September 30, 2019, respectively (86.9% for both the three- and nine-month periods ended September 30, 2018).

Pursuant to the Administration Agreement, Dilawri will provide, or cause to be provided, if and as requested by the REIT, subject to the overriding supervision and direction of the Board, management consisting of the REIT's President and Chief Executive Officer, Chief Financial Officer and Corporate Secretary and operating and administrative support functions. The Administration Agreement has a term of 5 years and will be automatically renewed for successive one-year terms, subject to certain termination rights set out in the agreement. Services are provided under the Administration Agreement on a cost-recovery basis.

General and administrative expenses include $784 for the nine-month period ended September 30, 2019 paid by the REIT to Dilawri pursuant to the Administration Agreement (September 30, 2018 – $781).

In consideration of the applicable Dilawri Tenants leasing the entirety of the two Initial Properties with third party tenants (and thereby bearing occupancy, rental and other risks associated with the portions of those properties subleased to third party tenants for the initial lease terms of 12 and 15 years), the REIT paid to such Dilawri Tenants an indemnity fee in the aggregate amount of $1,000 at the time of closing of the IPO (amortizable over the term of the leases).

On October 24, 2017, Dilawri paid the REIT $896 in respect of the recoverable land transfer tax associated with the acquisition of the Initial Properties. To defer the land transfer tax, the REIT subsequently issued the LCs to the land transfer tax authority in the amount of approximately $753 on behalf of specific members of the Dilawri Group that sold certain of the Initial Properties to the REIT in connection with the IPO. The Dilawri Group held all of the 9,933,253 issued and outstanding Class B LP Units for 3 years subsequent to the IPO and, accordingly, the LCs are expected to be released. The REIT is working with the applicable tax authorities and Dilawri to secure the release of the LCs.

In connection with the IPO, the REIT and Dilawri entered into the Strategic Alliance Agreement which established a preferential and mutually beneficial business and operating relationship between the REIT and Dilawri. The Strategic Alliance Agreement will be in effect so long as Dilawri and certain other entities related to Dilawri own, control or direct, in the aggregate, an effective interest of at least 10% (on a fully-diluted basis) in the REIT. The Strategic Alliance Agreement provides the REIT with the first right to purchase REIT-Suitable Properties (as defined in the Strategic Alliance Agreement) in Canada or the United States acquired or developed by the Dilawri Group. The purchase price in respect of a REIT-Suitable Property will be mutually agreed by the REIT and Dilawri at the applicable time and supported by an independent appraisal report. Pursuant to the Strategic Alliance Agreement, the REIT acquired the following investment properties in 2019 and 2018:

- On September 19, 2019, the REIT acquired the Audi Queensway property from a member of the Dilawri Group for approximately $36,500 and leased it to a Dilawri Tenant. A payable balance of $5,000 of the purchase price is outstanding as at September 30, 2019.

- On June 19, 2018, the REIT acquired the Country Hills property from a member of the Dilawri Group for approximately $18,000 and leased it to a Dilawri Tenant.

17. SUPPLEMENTARY INFORMATION

Changes in non-cash operating accounts

(in thousands of Canadian dollars)	**Three months ended September 30, 2019**	2018	**Nine months ended September 30, 2019**	2018
Prepaid expenses and other assets	**$436**	$(35)	**$(6)**	$172
Additions to right of use assets	**-**	-	**(7,603)**	-
Accounts payable and accrued liabilities	**(2,006)**	484	**(1,326)**	782
Additions to lease liabilities	**-**	-	**7,603**	-
Change in non-cash operating accounts	**$(1,570)**	$449	**$(1,332)**	$954

18. SUBSEQUENT EVENTS

On November 14, 2019, the REIT entered into an agreement to purchase the Straightline Kia automotive dealership property (“Straightline Kia Property”), for approximately $8,400 from an affiliate of the JV Driver Group. The Straightline Kia Property is a 21,808 square foot, full-service automotive dealership facility located on approximately 1.96 acres at 100 Glendeer Circle, in Calgary, Alberta.